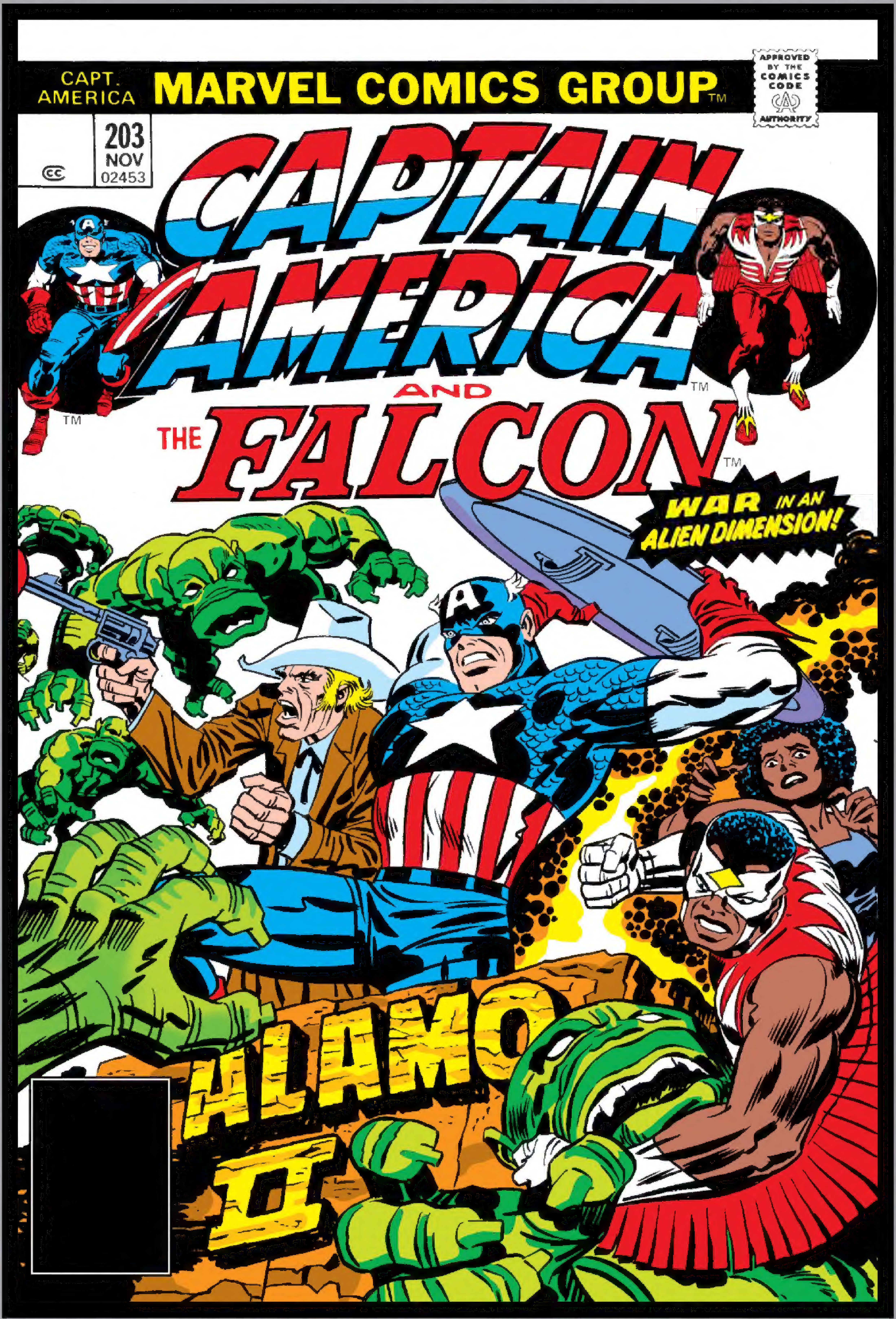
MARVEL MASTERWORKS®
CAPTAIN AMERICA®
VOLUME 11


CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
203
NOV
02453
CC
CAPTAIN AMERICA
AND
THE FALCON
WAR IN AN ALIEN DIMENSION!
ALAMO II

CAPTAIN AMERICA Nos. 201-214
& ANNUAL No. 4
JACK KIRBY

MARVEL

MARVEL MASTERWORKS
Presents

CAPTAIN AMERICA

Volume 11
Collecting
Captain America Nos. 201-214
& Annual No. 4

Jack Kirby

Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
SVP Print, Sales & Marketing
David Gabriel
Digital Manager/Production
Tim Smith 3
Digital Production
Kou Chen &
Rachel Young
Editor in Chief
C.B. Cebulski
Chief Creative Officer
Joe Quesada
President
Dan Buckley
Executive Producer
Alan Fine

© 2019 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

MARVEL MASTERWORKS
CREDITS

CAPTAIN AMERICA
NOS. 201-214 & ANNUAL NO. 4

Writer/Penciler/Editor: **Jack Kirby** (Nos. 201-214, *Annual* No. 4)

Inkers: Frank Giacoia (Nos. 201-204, 206-209)
John Verpoorten (No. 205, *Annual* No. 4)
Mike Royer (Nos. 210-212, 214)
Dan Green (No. 213)
John Tartaglione (*Annual* No. 4)

Letterers: John Costanza (Nos. 201, 202)
Gaspar Saladino (Nos. 203, 204)
Jim Novak (Nos. 205-209, *Annual* No. 4)
Mike Royer (Nos. 210-212, 214)
Joe Rosen (No. 213)

Colorists: Phil Rachelson (Nos. 201)
George Roussos (Nos. 202, 207-210, 213, *Annual* No. 4)
Hugh Paley (No. 203)
Janice Cohen (No. 204)
Michele Wolfman (No. 205)
Petra Goldberg (Nos. 206, 212)
Glynis Wein (No. 211)
Sam Kato (No. 214)

Color & Art Reconstruction: All Thumbs Creative

Special Thanks: Scott Dunbier & Ralph Macchio

CAPTAIN AMERICA CREATED BY JOE SIMON & JACK KIRBY

MARVEL MASTERWORKS
CONTENTS

Introduction by Mark Waid

Captain America #201, September 1976
"The Night People!"

Captain America #202, October 1976
"Mad, Mad Dimension!"

Captain America #203, November 1976
"Alamo II!"

Captain America #204, December 1976
"The Unburied One!"

Captain America #205, January 1977
"Agron Walks the Earth!"

Captain America #206, February 1977
"Face to Face with the Swine!"

Captain America #207, March 1977
"The Tiger and the Swine!!"

Captain America #208, April 1977
"The River of Death!"

Captain America #209, May 1977
"Arnim Zola--the Bio-Fanatic!!"

Captain America #210, June 1977
"Showdown Day!"

Captain America #211, July 1977
"Nazi 'X'!"

Captain America #212, August 1977
"The Face of a Hero!"

Captain America #213, September 1977
"The Night Flyer!"

Captain America #214, October 1977
"Power"

Captain America Annual #4, 1977
"The Great Mutant Massacre!"

INTRODUCTION
BY MARK WAID

Perhaps the most immediately noticeable thing about the Captain America comics you're about to read, if you're at all a fan of that era, is that they were absolutely unlike anything else Marvel was publishing at the time. Everything about these issues, from the art style to the dialogue to the way the stories were paced, was unique to itself. They were wild, kinetic, inventive…

…and mired in controversy.

Some months earlier, Cap's first and most famous artist, Jack "King" Kirby, had returned to Marvel Comics after four years working for its main competitor, DC. Over there, he'd felt creatively unbridled for the first time in years, writing as well as illustrating, unleashing a flood of new characters and concepts still popular today. Unfortunately, Kirby came to believe that many of the promises that had been made to lure him over—unassailable editorial control, experimental new formats, and more—had been broken. By 1975, feeling betrayed, Kirby left DC and returned to Marvel.

Four years away doesn't sound like a long break today. Adult fans collect series for decades. Back then, however, when comics were marketed exclusively to children who were expected to "grow out of them," comics readership had a much faster turnover. Kirby had left just before Marvel, in 1971, finally catapulted in sales to become the industry's number one publisher, drawing in tens of thousands of new readers—who, by the time Kirby came back, had no idea who he was.

What they did know was that Marvel's appeal, its claim to fame, was continuity—the constant referencing and cross-referencing across the whole line that reminded fans that they were witnessing a cohesive Marvel Universe. Characters and storylines were constantly being picked up and carried forward by different writers in different series. To readers, Marvel's heroes clearly existed in the same inviting world, their adventures routinely overlapping.

Kirby wanted none of that.

That's not a criticism. If anyone had a right to decide how to handle *Captain America*, it was Jack, and Marvel recognized that. Kirby had drawn and co-created the very first Captain America comics back in the '40s. Kirby, with Stan Lee, successfully brought him back in the 1960s and made him the star in the Marvel firmament that he's remained to this day. When Kirby returned, hired to serve as his own editor and given full creative control, he made it clear: He was in charge, he had a vision for Cap, and he was going to do his own thing.

Kirby hated to look backward, and at that time, he also wasn't terribly fond of looking sideways. According to his biographer, Mark Evanier, Kirby didn't want to get involved in the continuity of characters he wasn't handling exclusively. When he agreed to take Cap on, he said, in essence, "I'll do it if I can start from scratch. If you want a continuation of what others have done, give it to someone else."

That Captain America was suddenly pulled into his own little corner of the Marvel Universe wasn't immediately noticeable. Kirby kicked off his run with the nitro-fueled, eight-issue "Madbomb Saga," which hurled Cap and his partner, the Falcon, into an battle against Revolutionary War-inspired conspirators who threatened to turn America's Bicentennial into a full overthrow of the government. The story moved so fast that the absence of any references to the Avengers or to any of Cap's recurring enemies wasn't obvious, but once Kirby was on the other side of "Madbomb," readers naturally wondered who Cap might fight next. The Red Skull? Madame Hydra? A.I.M.? Solarr, or maybe the Masters of Evil?

None of the above. Instead, Kirby navigated Cap into an sea of ghettos and street gangs, familiar touchstones in Jack's work that were reflective of his own youth. The Night People of Zero Street, misfits with names like Brother Wonderful, Brother Powerful and Brother Peach Pie, overran New York City and eventually drew Cap and the Falcon into a neighboring dimension filled with peril. It made for a wild five issues…but it didn't necessarily feel like a Captain America story. Enjoyable though it may have been, its sci-fi tone left no room for classic Cap themes like liberty or patriotism and could have starred Iron Man or the Hulk just as interchangeably. (Still…Brother Peach Pie.)

Cap barreled into a more familiar-feeling adventure beginning with issue #206's "Face to Face with the Swine!" Freeing the subjects of a cruel South American dictator seemed a more "Cap-like" mission, and the story didn't disappoint. Kirby was in full power, aided by inker Frank Giacoia (who gave Jack's line a slick polish) and an infrequent Kirby collaborator, letterer Gaspar Saladino, whose work subtly steered the book a little closer to the Marvel house style (and whose display lettering and sound effects were always fittingly bombastic).

(Marvel Fun Fact: The cover to *Captain America* #207 is reportedly the Legendary Green Cover. As the story goes, Stan Lee didn't care for the cover as printed and, waving his hand with typical Stan hyperbole, decreed to colorist George Roussos "I hate green!" Now, it's pretty unlikely that Stan *actually hated the color green*—almost certainly, he just didn't like that one cover—but Roussos, as verified by none other than future editor-in-chief Jim Shooter, took the boss's words literally, and for the next year and a half, you could count the number of green Marvel Comics covers on the fingers of one hand. I checked. Harried, overworked staffers misunderstood Stan's offhand comments as directives more than once: When Stan once asked, commenting on a drawing of Iron Man's helmet obviously too flat to accommodate Tony Stark's nose underneath, "Shouldn't he have a nose?," Iron Man's helmet abruptly and literally *was given a nose* for *over a year*.)

Alongside the despotic Swine's cousin, the lovely Donna Maria, the Star-Spangled Avenger embarked on a more typical Cap-style endeavor to free the Swine's political prisoners—but within two issues, once again, the storyline took another whiplash turn toward science fiction. Issue #208 ended by introducing a grotesque figure who has since become a staple in the Marvel super villain bullpen and even immortalized in the Marvel Cinematic Universe: Arnim Zola, the "Bio-Fanatic." Futuristic genetic engineering had long been an interest of Jack's, and a weird little monster-creator with his face embedded in his chest was Peak Kirby. Science fiction or not, the multi-issue battle with Zola's creatures Doughboy and Primus was a rollicking affair—

—but the real drama was taking place in the book's letters columns.

Even though, as his own editor, Jack sent print-ready pages from his California studio to Marvel's New York office, staffers there assembled the issues for print, handling minor production matters and composing the letters pages from fan mail sent straight to Marvel. And those letters were a rough read sometimes.

"Jack Kirby writes Cap as if it was the '40s or '50s."

"I wanted to cry. I suppose it's fitting that the man who created Captain America be allowed to destroy him."

"[The book] has improved from downright awful to only slightly nauseating."

"The problem is obvious—Jack Kirby."

Ouch.

Diving back into these comics for the first time since I was 14, I remembered that there were some negative letters being run, but that wasn't unusual; Stan and his successors, committed to letting the fans have a voice, printed pans as well as praise in Marvel's lettercols. What I had forgotten was that whoever was compiling these particular columns had turned them into a veritable *battleground*. As published, the number of missives critical of Jack's work slowly began to outnumber the positive comments, to the point where even the unnamed staffer assembling the columns began drawing heavier attention to the "controversy" surrounding Jack's work than to the stories themselves.

Kirby was not happy.

Criticism was fair game, but a constant stream of invective and negativity was something else. In the words of Evanier, "That and various comments on the phone and in notes from the office made Jack feel at least someone in the editorial office was actively working against him."

Writer/artist Jim Starlin elaborated in an interview from *Comic Book Artist Collection* Vol. 1: "The editorial staff up at Marvel [at the time] had no respect for what he was doing. I remember being heartbroken, walking through this office. All these editors had things on their walls making fun of Jack's books. They'd cut out things, saying 'Stupidest Comic of the Year.' It was all really tasteless and dumb, and terribly disrespectful to the guy who had created this company they were working for."

Still, Kirby persevered. One of Jack's frustrations was that he felt he had too many people in New York giving him conflicting orders and advice. The only one he trusted was editor-in-chief Archie Goodwin. Goodwin, universally respected by his peers and colleagues, had been credited in the book as a formality but began to take a more active role with issue #207. He recognized the considerable reverence Kirby was due and took on the unenviable task of soothing Jack's discomfort while subtly and diplomatically guiding him back towards the Marvel Universe proper. Goodwin even allowed Kirby to replace Giacoia and Saladino with his then-favorite inker/letterer, Mike Royer.

Unfortunately, regardless of whatever new directions Goodwin suggested, it was obvious that Jack's heart just wasn't in rehashing old villains or familiar plotlines. The return of the Red Skull in issue #210 ought to have been a major milestone in Kirby's run, but Cap's archnemesis simply strolls onto the scene so undramatically, Jack—the Skull's co-creator—clearly couldn't have cared less.

Simultaneously, Jack was working on *Captain America Annual* #4, which likewise shoehorned the villain Magneto into its story with such evident disdain that it's almost painful. Even though the Master of Magnetism was also a Kirby co-creation from Marvel's early days, fourteen years of distance had created less, not more, fondness in Jack's heart. Goodwin had suggested Magneto because of the X-Men's popularity, but Jack, bored, skated. Magneto shows up in the story *because he was replying to an ad in the classifieds*. *Annual* #4 is saved by being jam-packed with fresh concepts, but Magneto's role could have been filled by almost anyone.

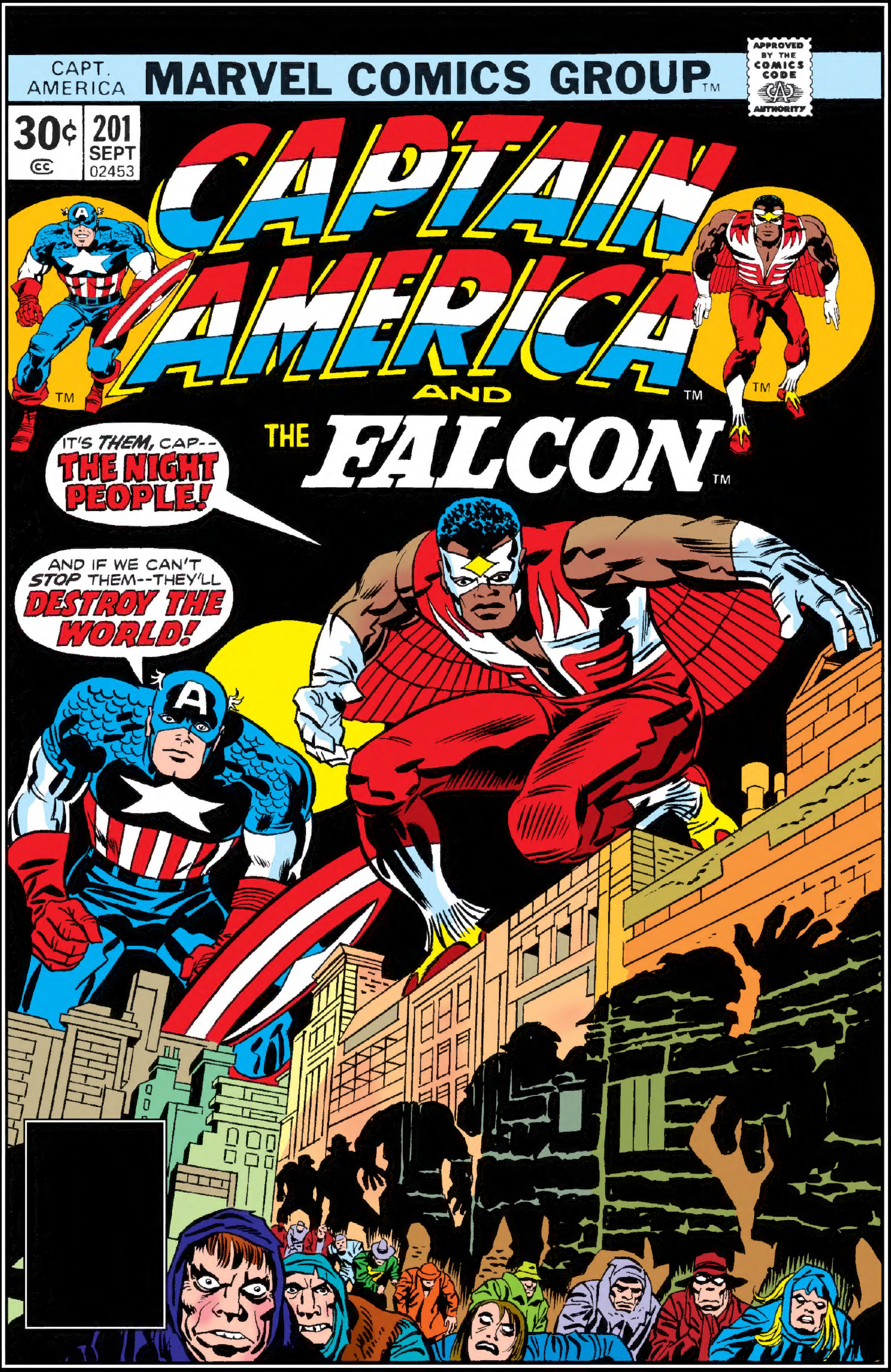
That said—*all* that said—please make no mistake. *These are good stories*. I'm not trying to tell you that you just wasted big money on an expensive book. You didn't. There are moments of brilliance in these pages that are priceless, concepts that are still ahead of our time and Kirby never lost energy with his artwork. Captain America and the Falcon are still soaring off the page with a majesty befitting the King, and for my money seeing an out-of-costume Steve Rogers pound the snot out of a band of central-casting mob gangsters while sporting a blue pinstripe suit is worth the price of admission alone.

(Also, don't judge 1976 Marvel by a few jerk staffers. No one even remembers their names today, but Jack remains King, which says it all. I can pretty much guarantee that anyone working at Marvel in 2019 who dared show disrespect for the work of Kirby would be looking for a new job within the hour.)

It's just an odd clash of sensibilities, this work, and I'd argue it wasn't Kirby's fault. If readers were eager for Cap to act as more of a national symbol than a science-fiction hero, there really wasn't much point to reflecting the national zeitgeist, because it was all over the map; the socially demanded burst of patriotism that came with the U.S. Bicentennial hit while Watergate was still fresh in everyone's mind, and Americans were having an understandably hard time reconciling the two in their hearts. I've written four runs on Cap myself, and I don't think I'd have had any clue as to what he symbolized in that moment. Kirby simply knuckled down and did what he did best: He fed us new ideas and rapid-fire inventiveness, he did it with style and flair, and he gave us a villain with his face on his chest. Don't ask. Just buy it.

M Waid

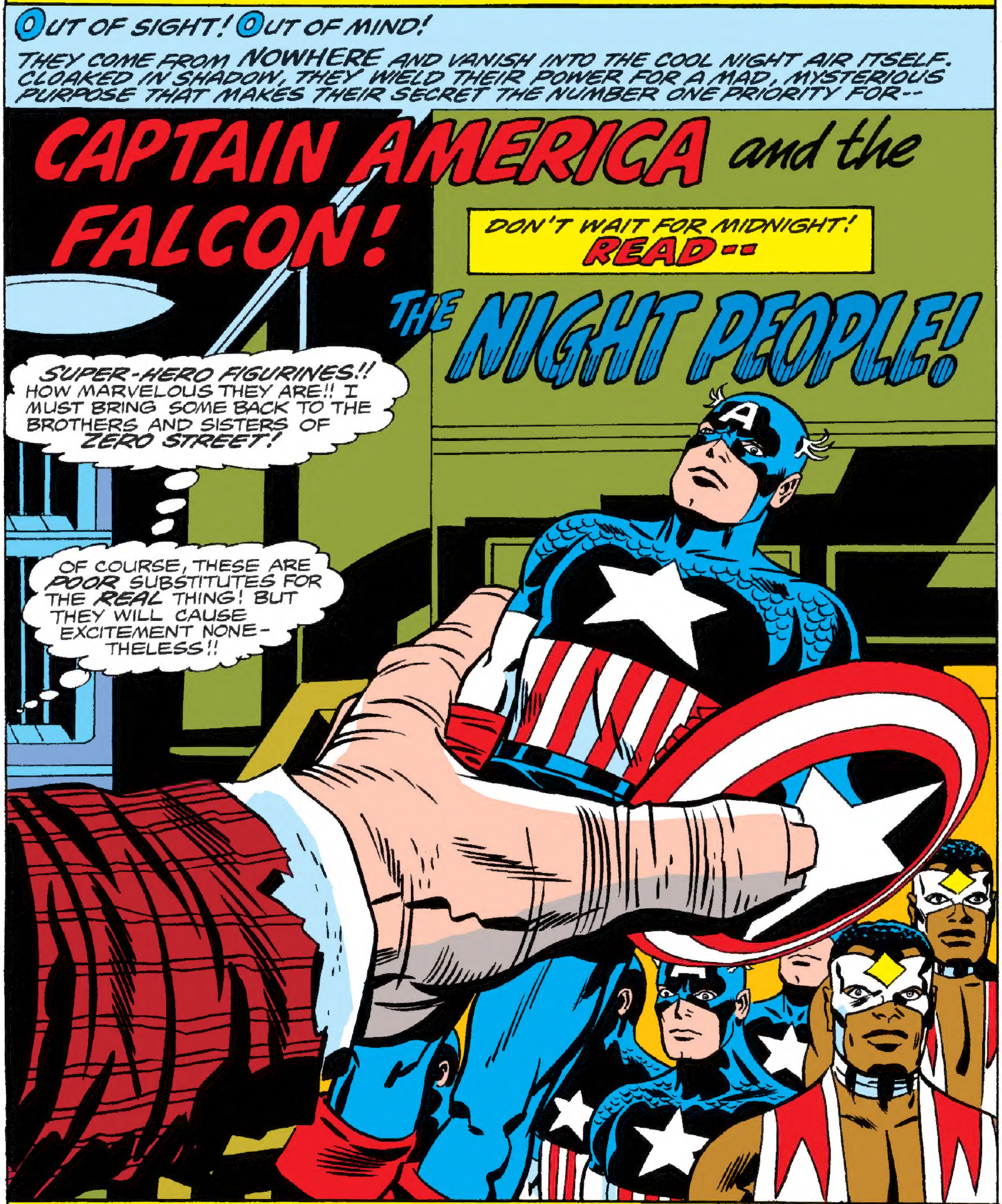
2019


CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
201
SEPT
02453
CC
CAPTAIN AMERICA™
AND
THE FALCON™
™
™
IT'S THEM, CAP-- THE NIGHT PEOPLE!
AND IF WE CAN'T STOP THEM--THEY'LL DESTROY THE WORLD!

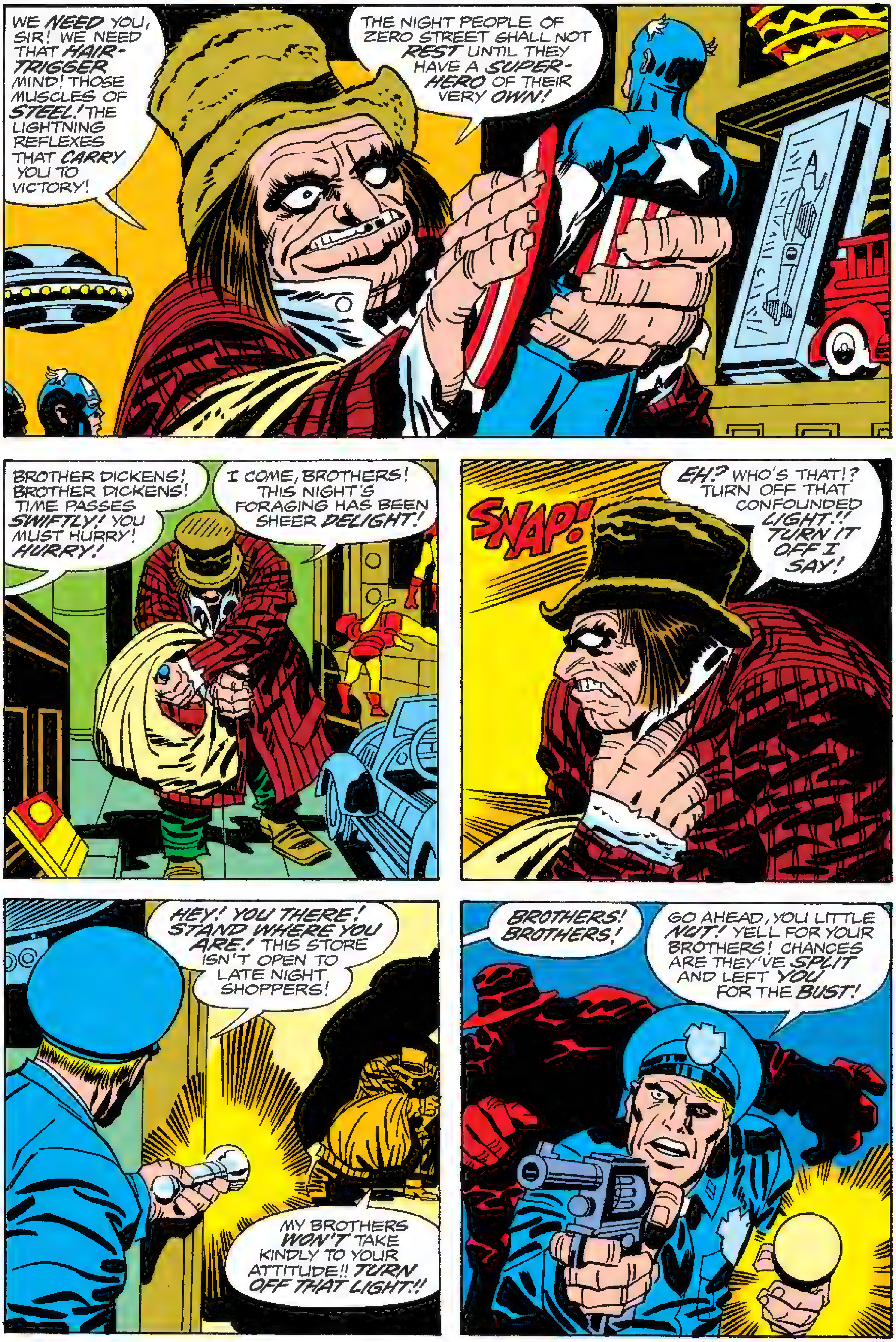
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

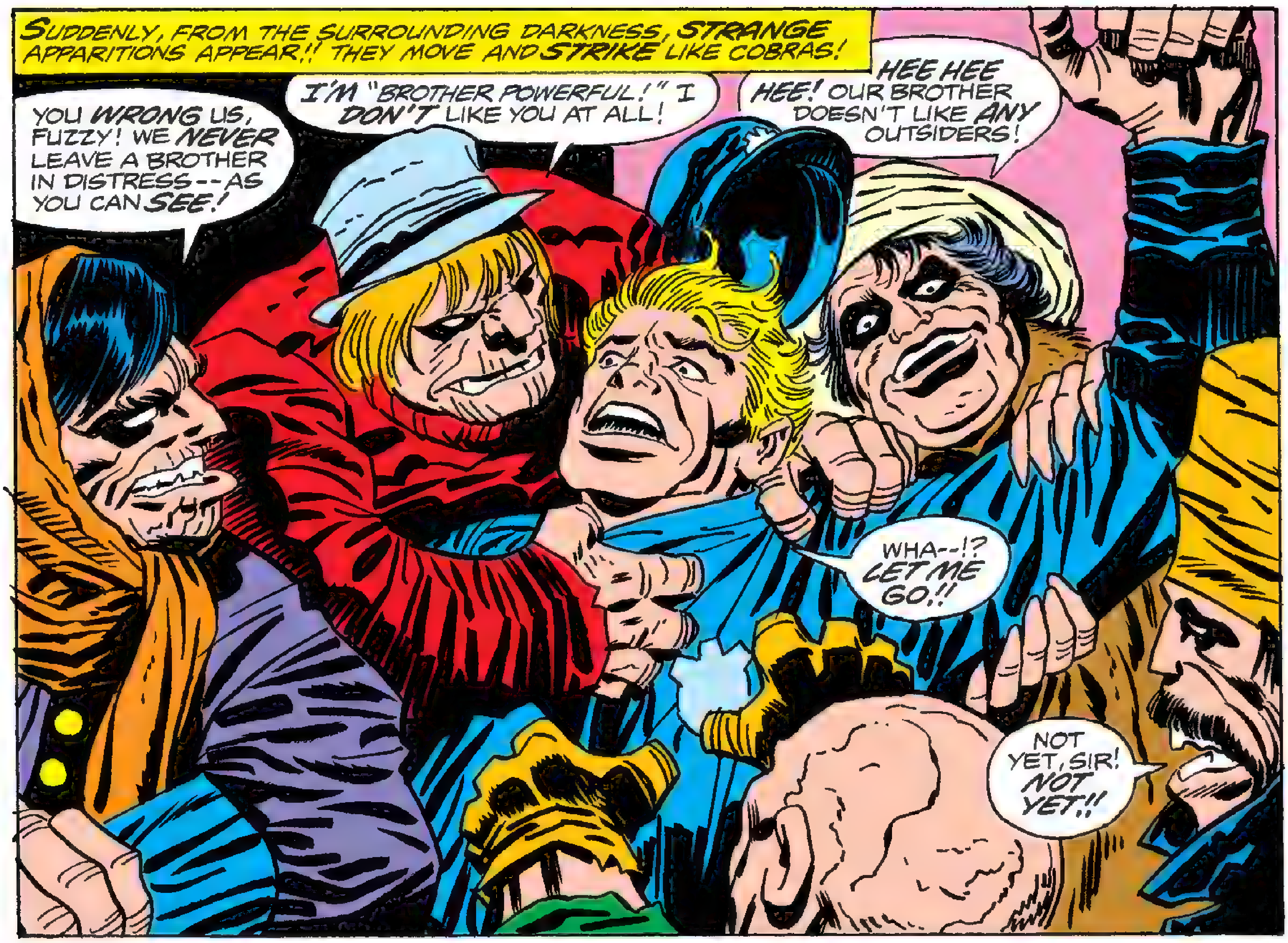
JV369

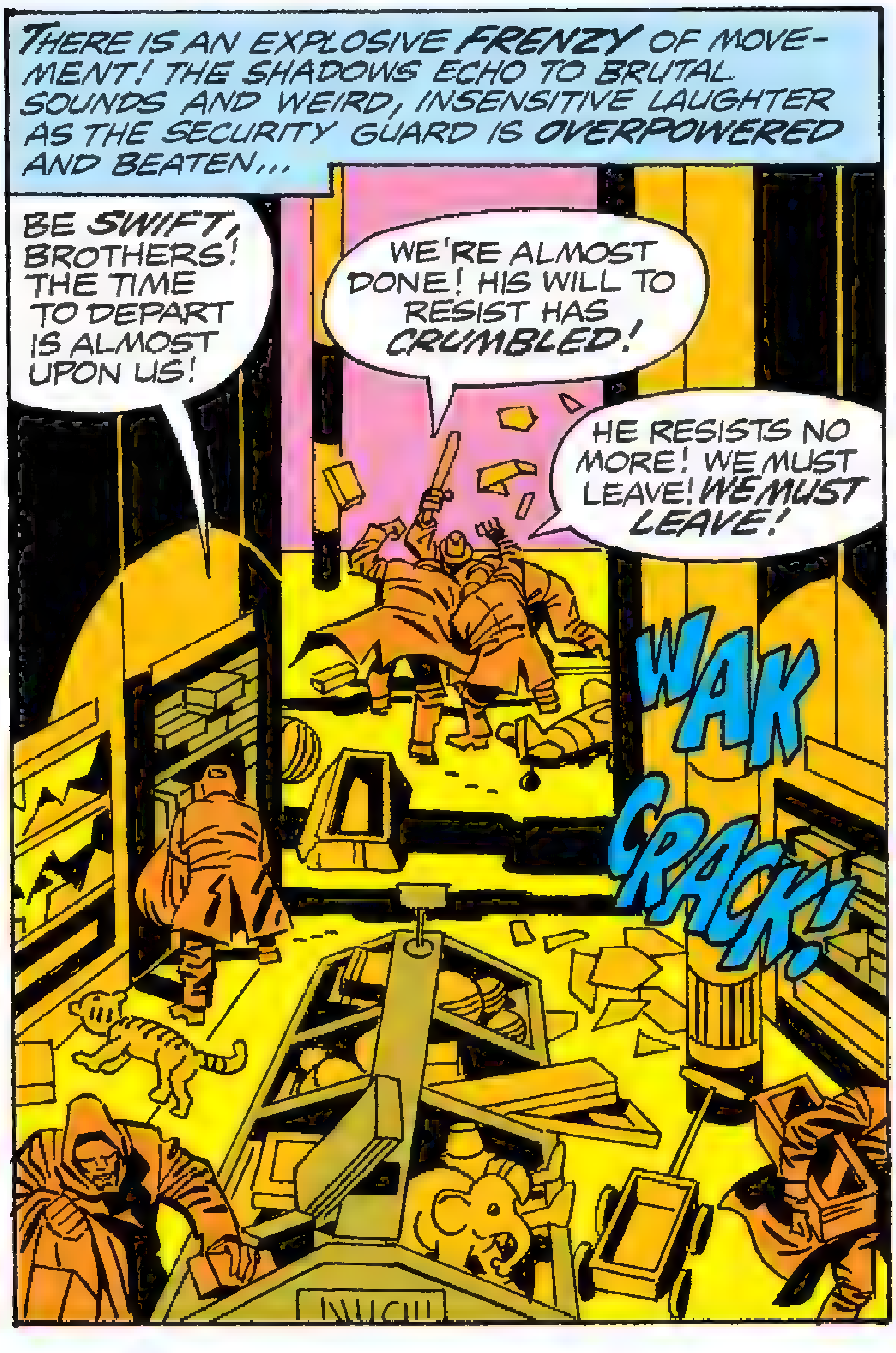
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

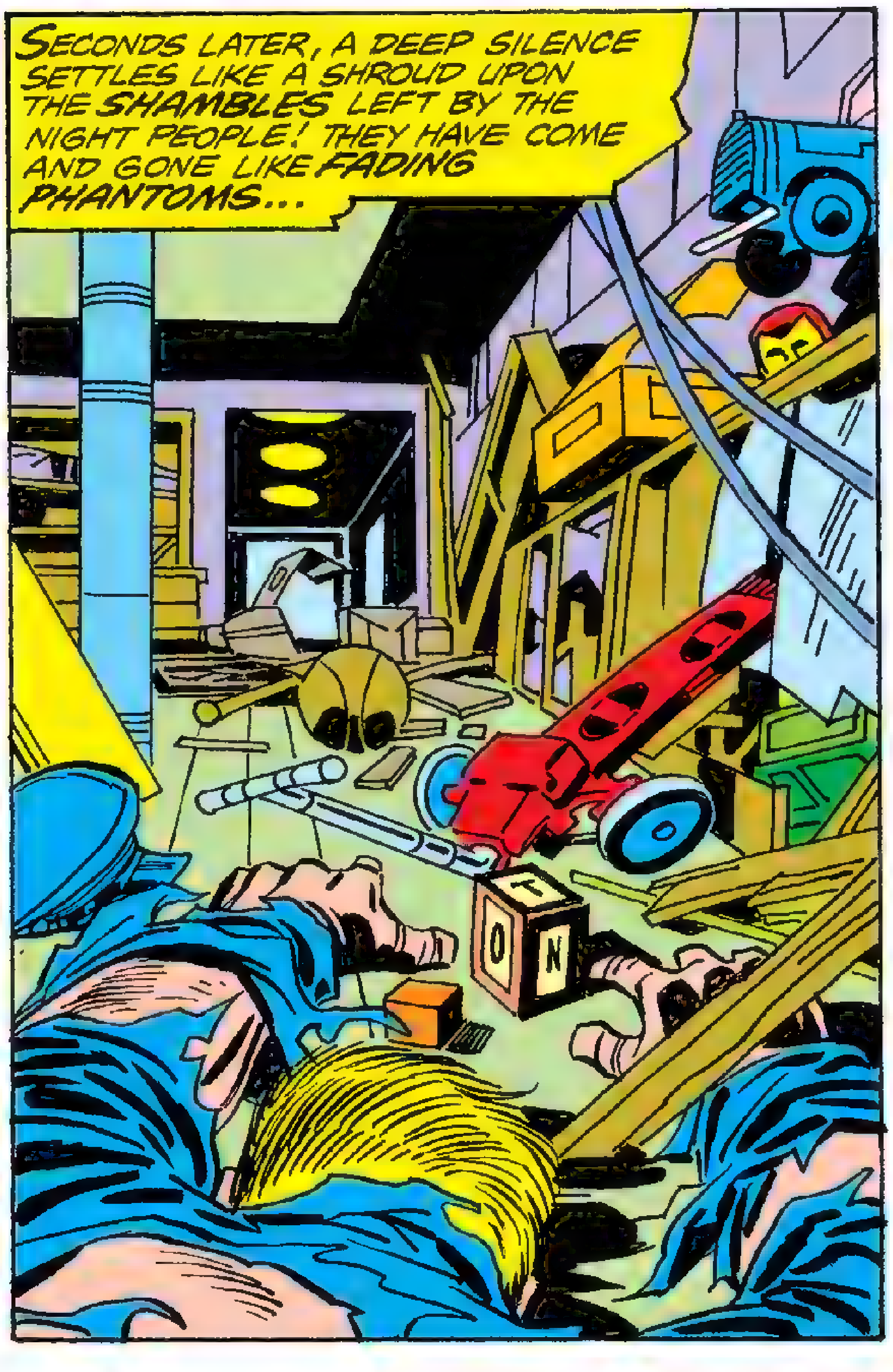

OUT OF SIGHT! OUT OF MIND!
THEY COME FROM NOWHERE AND VANISH INTO THE COOL NIGHT AIR ITSELF. CLOAKED IN SHADOW, THEY WIELD THEIR POWER FOR A MAD, MYSTERIOUS PURPOSE THAT MAKES THEIR SECRET THE NUMBER ONE PRIORITY FOR--
CAPTAIN AMERICA and the FALCON!
DON'T WAIT FOR MIDNIGHT! READ--
THE NIGHT PEOPLE!
SUPER-HERO FIGURINES!! HOW MARVELOUS THEY ARE!! I MUST BRING SOME BACK TO THE BROTHERS AND SISTERS OF ZERO STREET!
OF COURSE, THESE ARE POOR SUBSTITUTES FOR THE REAL THING! BUT THEY WILL CAUSE EXCITEMENT NONETHELESS!!

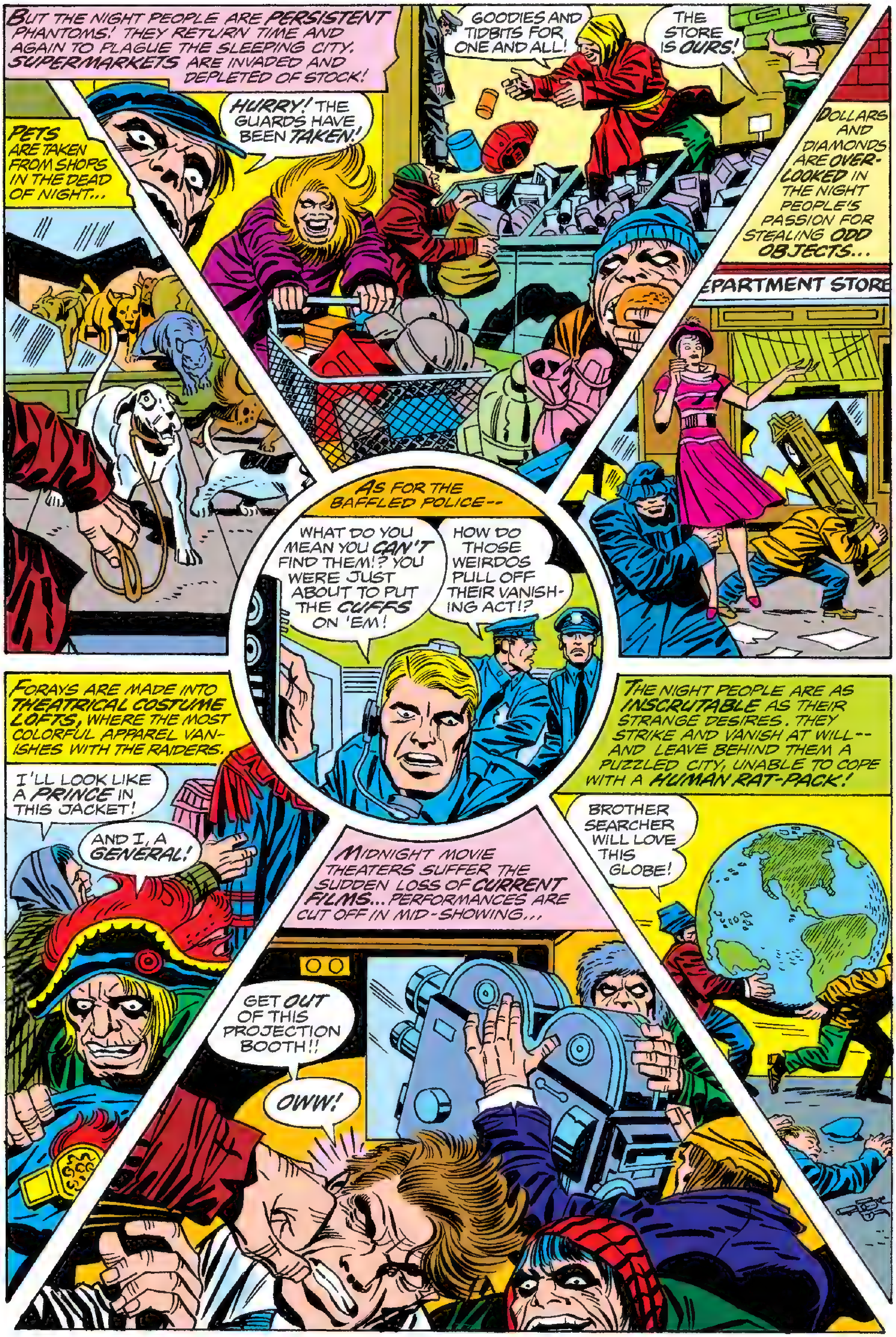
EDITED, WRITTEN & DRAWN by JACK KIRBY / INKS: FRANK GIACOIA / LETTERS: JOHN COSTANZA / COLORS: PHIL RACHE / CONSULTING EDITOR ARCHIE GOODWIN

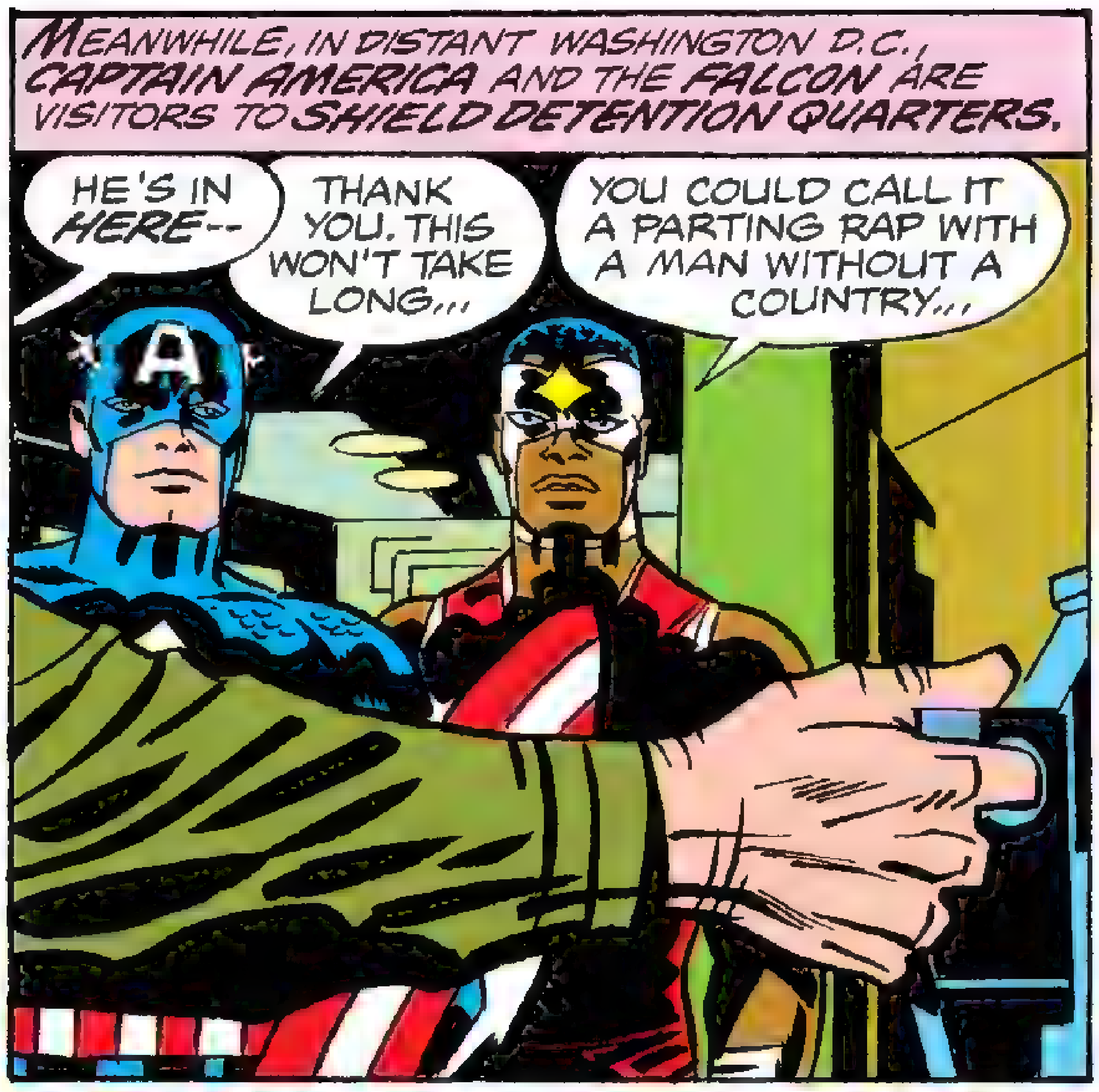

WE NEED YOU, SIR! WE NEED THAT HAIR-TRIGGER MIND! THOSE MUSCLES OF STEEL! THE LIGHTNING REFLEXES THAT CARRY YOU TO VICTORY!
THE NIGHT PEOPLE OF ZERO STREET SHALL NOT REST UNTIL THEY HAVE A SUPER-HERO OF THEIR VERY OWN!
BROTHER DICKENS! BROTHER DICKENS! TIME PASSES SWIFTLY! YOU MUST HURRY! HURRY!
I COME, BROTHERS! THIS NIGHT'S FORAGING HAS BEEN SHEER DELIGHT!
SNAP!
EH? WHO'S THAT!? TURN OFF THAT CONFOUNDED LIGHT!! TURN IT OFF I SAY!
HEY! YOU THERE! STAND WHERE YOU ARE! THIS STORE ISN'T OPEN TO LATE NIGHT SHOPPERS!
MY BROTHERS WON'T TAKE KINDLY TO YOUR ATTITUDE!! TURN OFF THAT LIGHT!!
BROTHERS! BROTHERS!
GO AHEAD, YOU LITTLE NUT! YELL FOR YOUR BROTHERS! CHANCES ARE THEY'VE SPLIT AND LEFT YOU FOR THE BUST!

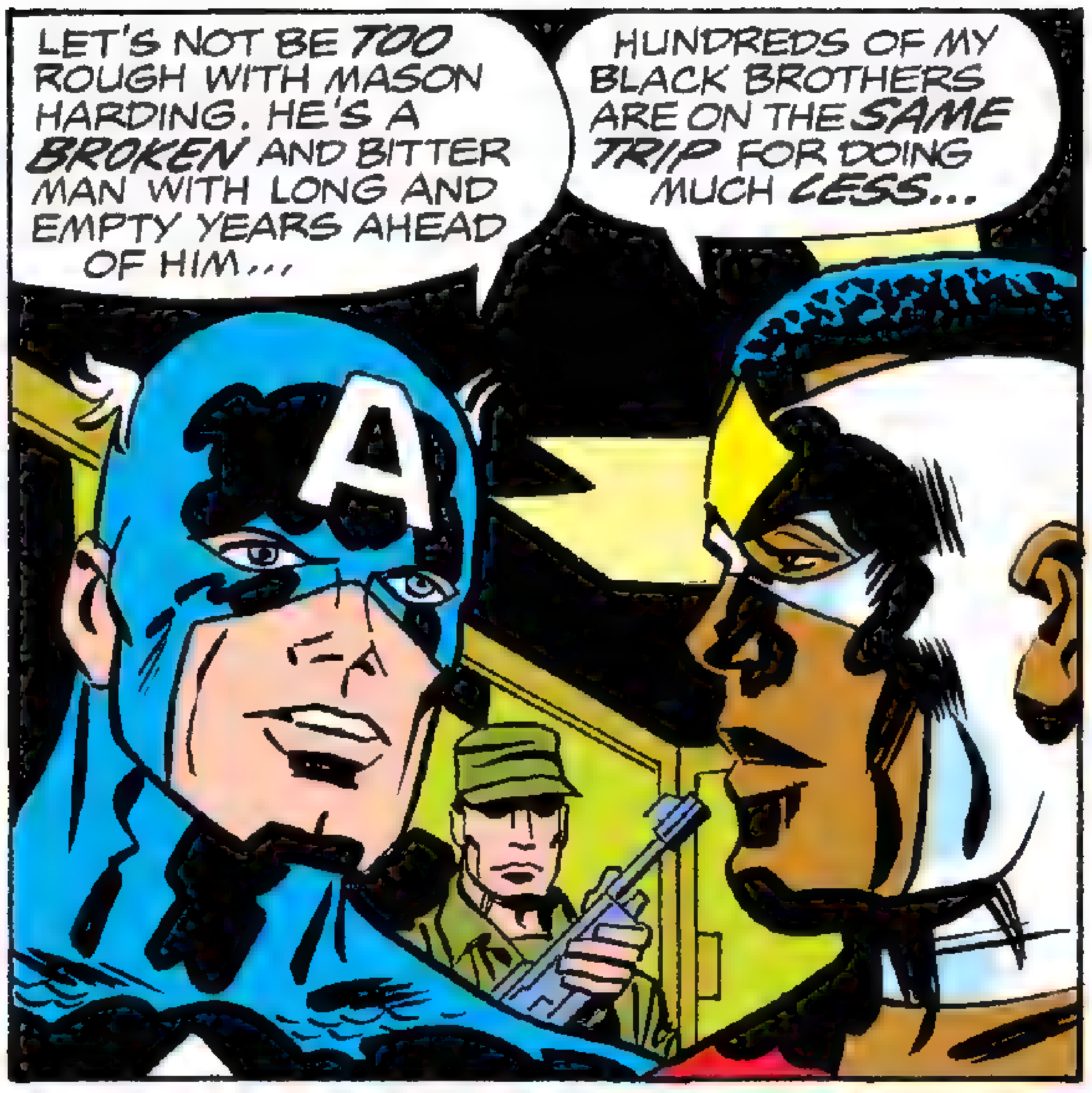

SUDDENLY, FROM THE SURROUNDING DARKNESS, STRANGE APPARITIONS APPEAR!! THEY MOVE AND STRIKE LIKE COBRAS!
YOU WRONG US, FUZZY! WE NEVER LEAVE A BROTHER IN DISTRESS--AS YOU CAN SEE!
I'M "BROTHER POWERFUL!" I DON'T LIKE YOU AT ALL!
HEE HEE HEE! OUR BROTHER DOESN'T LIKE ANY OUTSIDERS!
WHA--!? LET ME GO!!
NOT YET, SIR! NOT YET!!

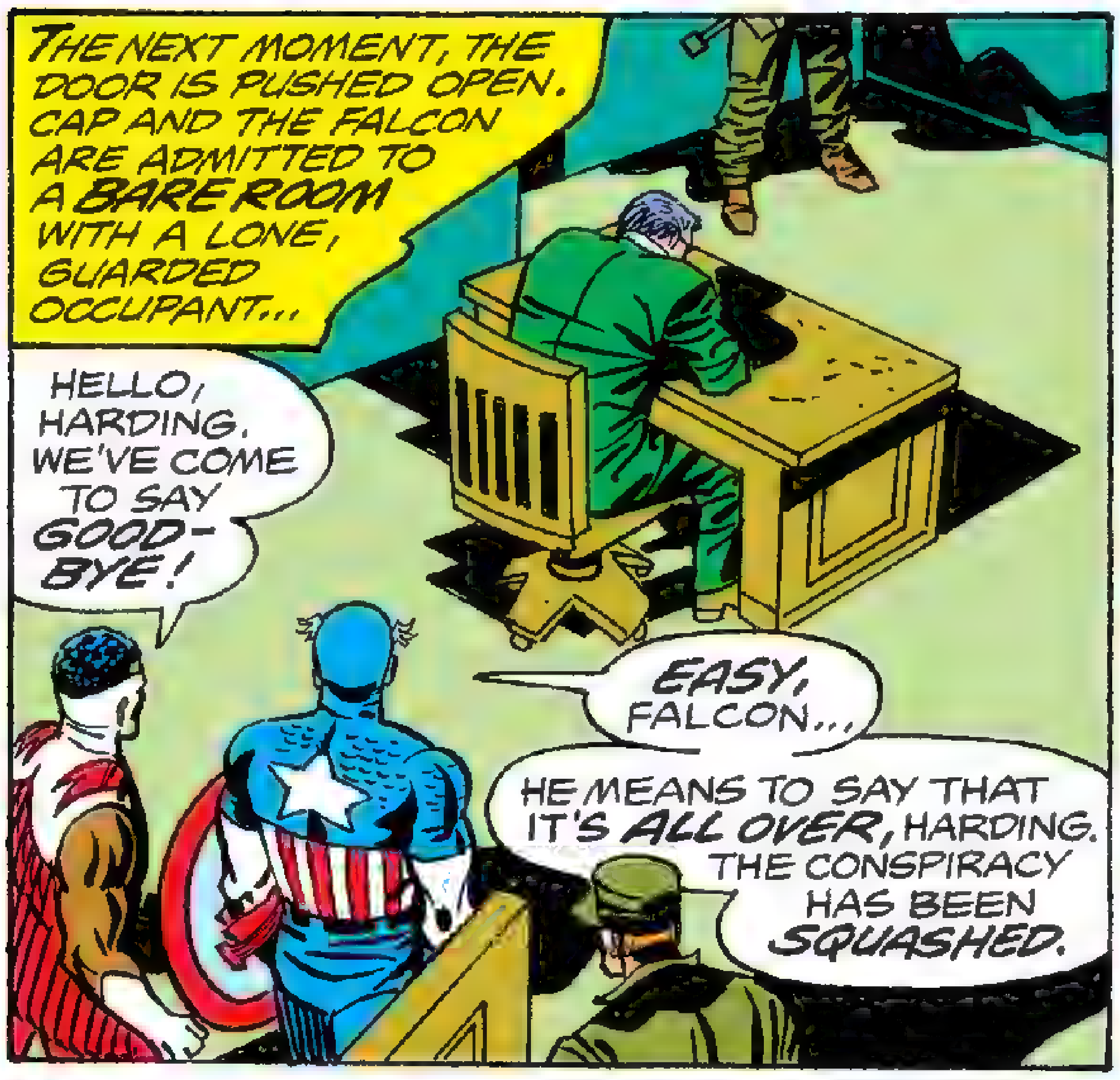

THERE IS AN EXPLOSIVE FRENZY OF MOVEMENT! THE SHADOWS ECHO TO BRUTAL SOUNDS AND WEIRD, INSENSITIVE LAUGHTER AS THE SECURITY GUARD IS OVERPOWERED AND BEATEN...
BE SWIFT, BROTHERS! THE TIME TO DEPART IS ALMOST UPON US!
WE'RE ALMOST DONE! HIS WILL TO RESIST HAS CRUMBLED!
HE RESISTS NO MORE! WE MUST LEAVE! WE MUST LEAVE!
WAK
CRACK!

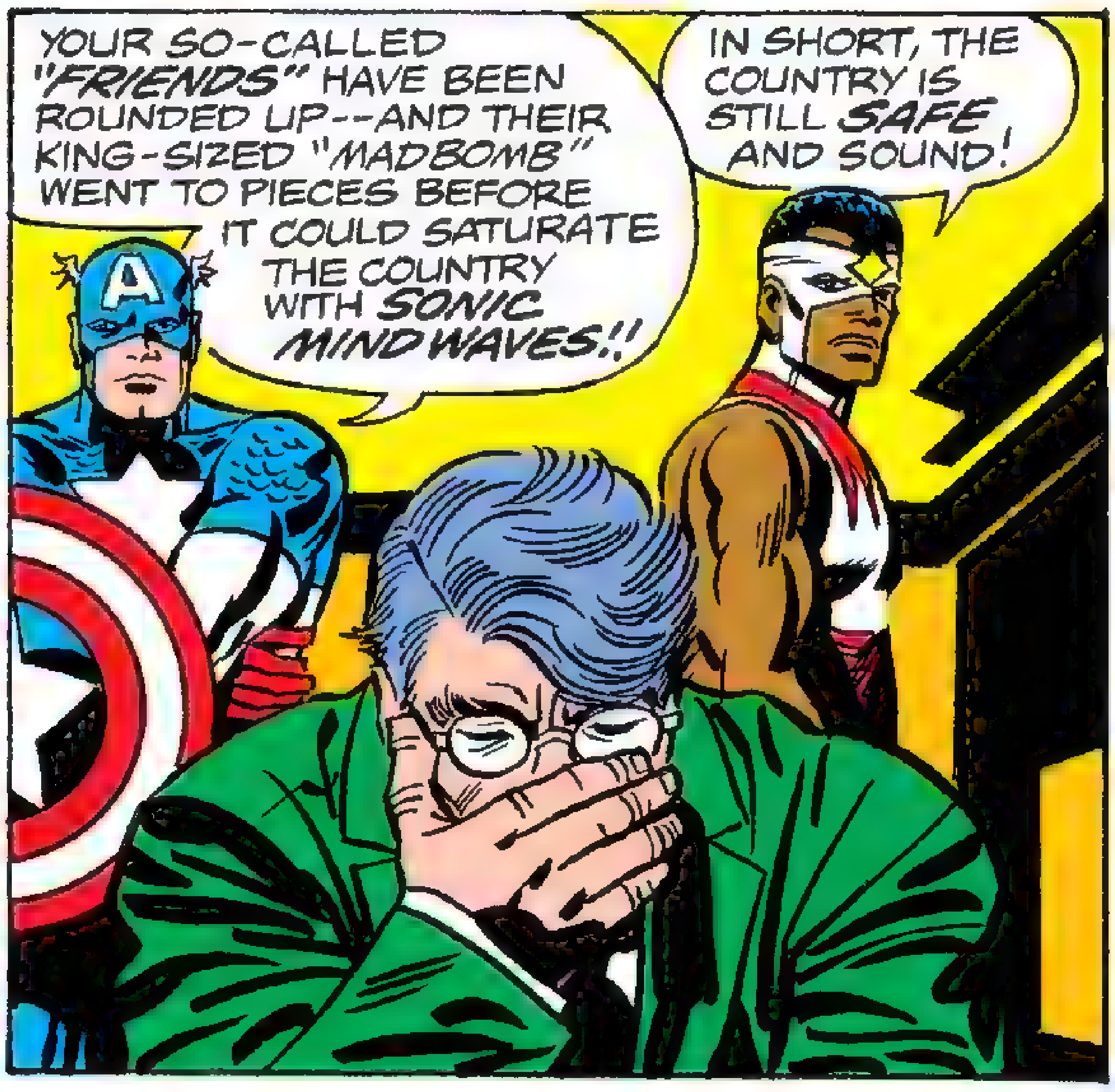

SECONDS LATER, A DEEP SILENCE SETTLES LIKE A SHROUD UPON THE SHAMBLES LEFT BY THE NIGHT PEOPLE! THEY HAVE COME AND GONE LIKE FADING PHANTOMS...
O
N

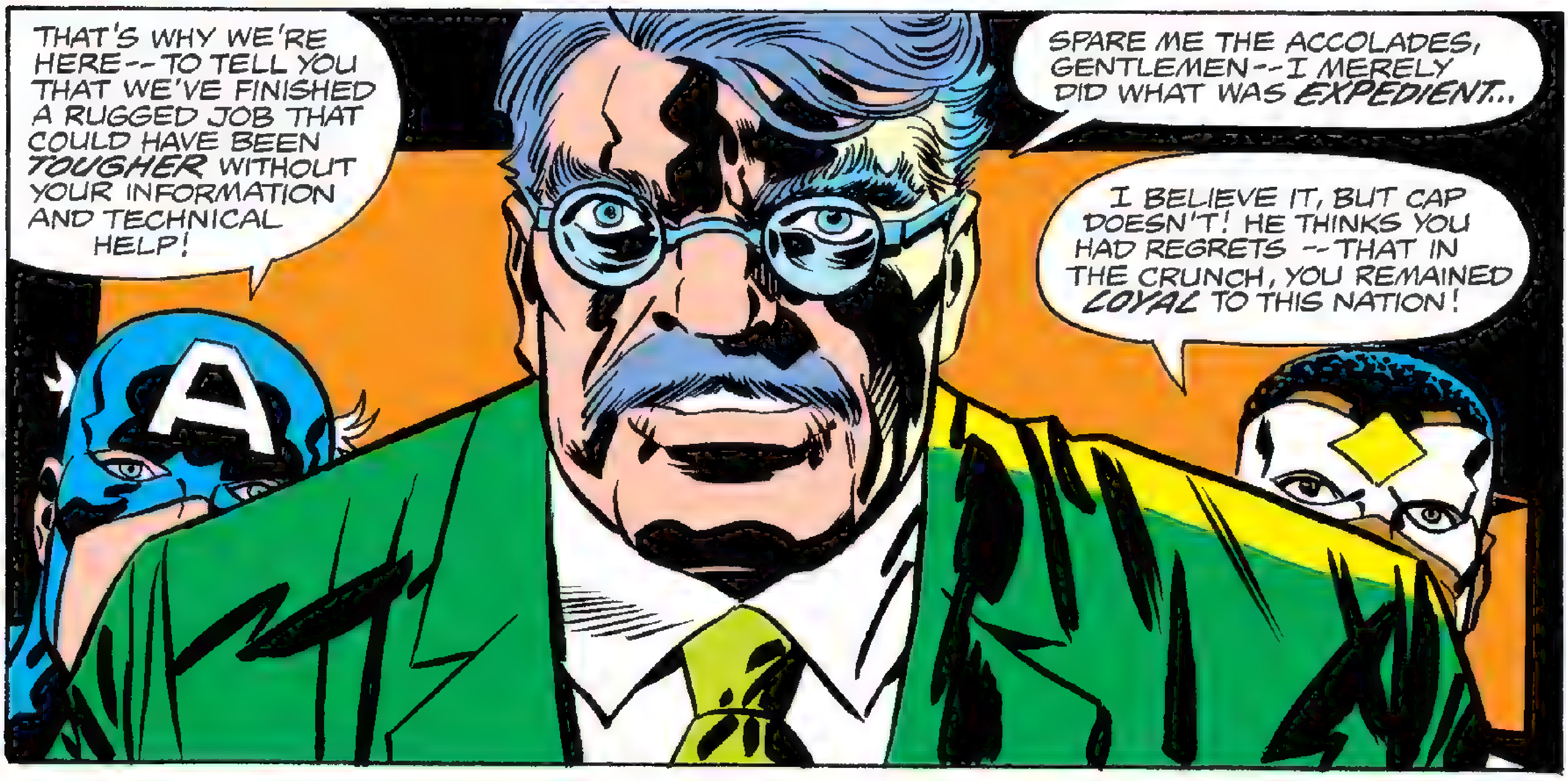

BUT THE NIGHT PEOPLE ARE PERSISTENT PHANTOMS! THEY RETURN TIME AND AGAIN TO PLAGUE THE SLEEPING CITY. SUPERMARKETS ARE INVADED AND DEPLETED OF STOCK!
GOODIES AND TIDBITS FOR ONE AND ALL!
THE STORE IS OURS!
HURRY! THE GUARDS HAVE BEEN TAKEN!
PETS ARE TAKEN FROM SHOPS IN THE DEAD OF NIGHT...
DOLLARS AND DIAMONDS ARE OVERLOOKED IN THE NIGHT PEOPLE'S PASSION FOR STEALING ODD OBJECTS...
EPARTMENT STORE
AS FOR THE BAFFLED POLICE--
WHAT DO YOU MEAN YOU CAN'T FIND THEM!? YOU WERE JUST ABOUT TO PUT THE CUFFS ON 'EM!
HOW DO THOSE WEIRDOS PULL OFF THEIR VANISHING ACT!?
FORAYS ARE MADE INTO THEATRICAL COSTUME LOFTS, WHERE THE MOST COLORFUL APPAREL VANISHES WITH THE RAIDERS.
I'LL LOOK LIKE A PRINCE IN THIS JACKET!
AND I, A GENERAL!
THE NIGHT PEOPLE ARE AS INSCRUTABLE AS THEIR STRANGE DESIRES. THEY STRIKE AND VANISH AT WILL--AND LEAVE BEHIND THEM A PUZZLED CITY, UNABLE TO COPE WITH A HUMAN RAT-PACK!
BROTHER SEARCHER WILL LOVE THIS GLOBE!
MIDNIGHT MOVIE THEATERS SUFFER THE SUDDEN LOSS OF CURRENT FILMS... PERFORMANCES ARE CUT OFF IN MID-SHOWING...
GET OUT OF THIS PROJECTION BOOTH!!
OWW!

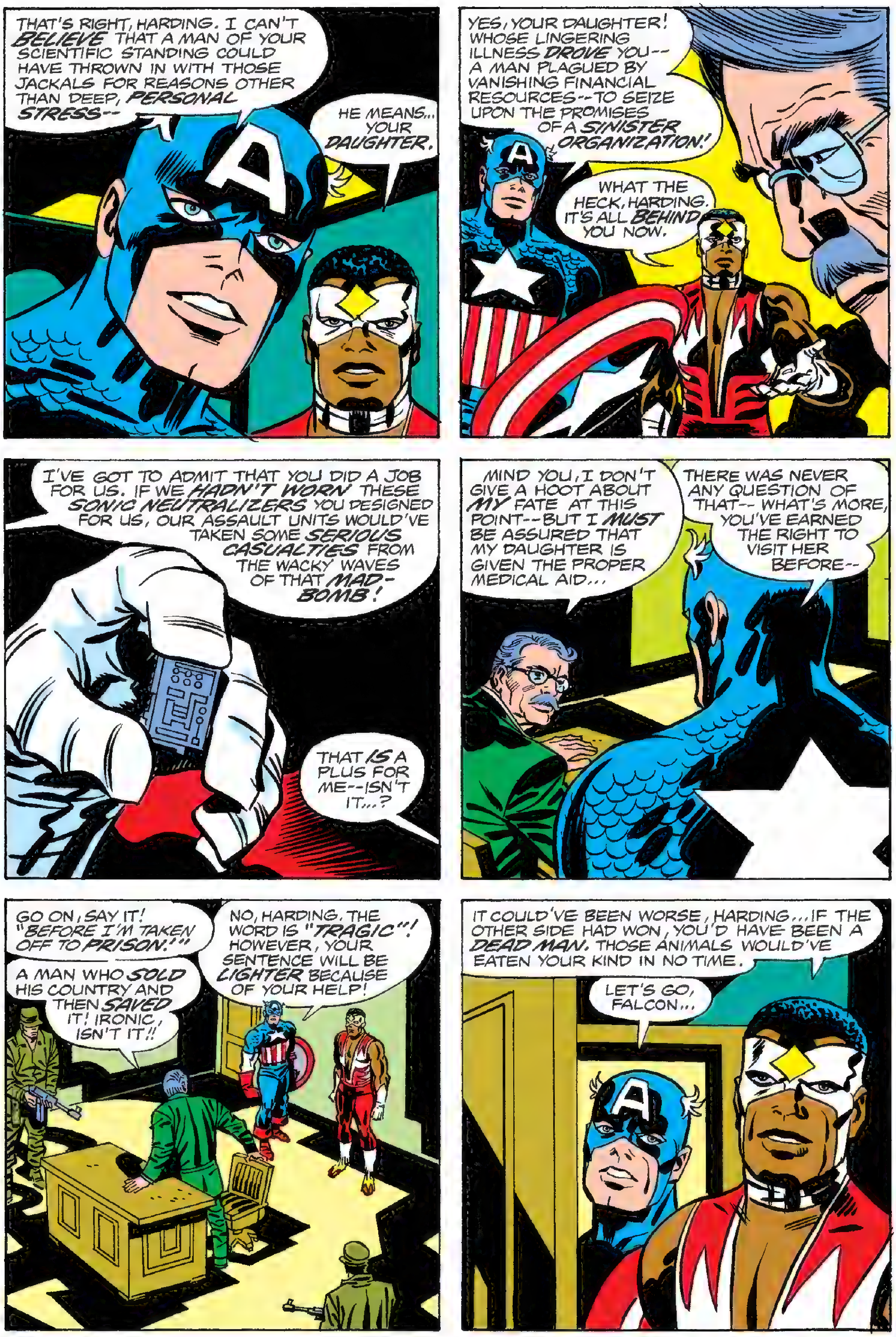

MEANWHILE, IN DISTANT WASHINGTON D.C., CAPTAIN AMERICA AND THE FALCON ARE VISITORS TO SHIELD DETENTION QUARTERS.
HE'S IN HERE--
THANK YOU. THIS WON'T TAKE LONG...
YOU COULD CALL IT A PARTING RAP WITH A MAN WITHOUT A COUNTRY...

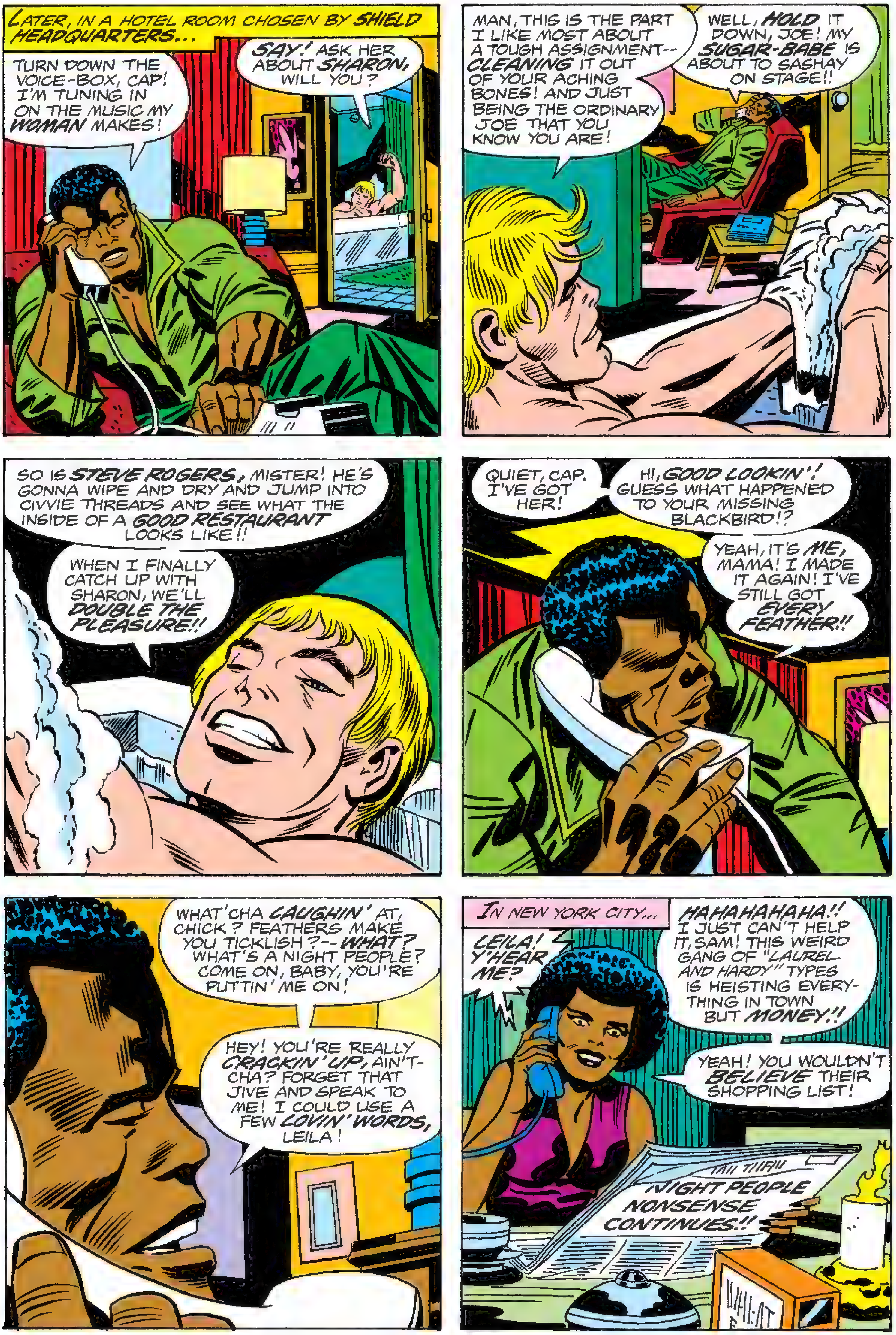

LET'S NOT BE TOO ROUGH WITH MASON HARDING. HE'S A BROKEN AND BITTER MAN WITH LONG AND EMPTY YEARS AHEAD OF HIM...
HUNDREDS OF MY BLACK BROTHERS ARE ON THE SAME TRIP FOR DOING MUCH LESS...

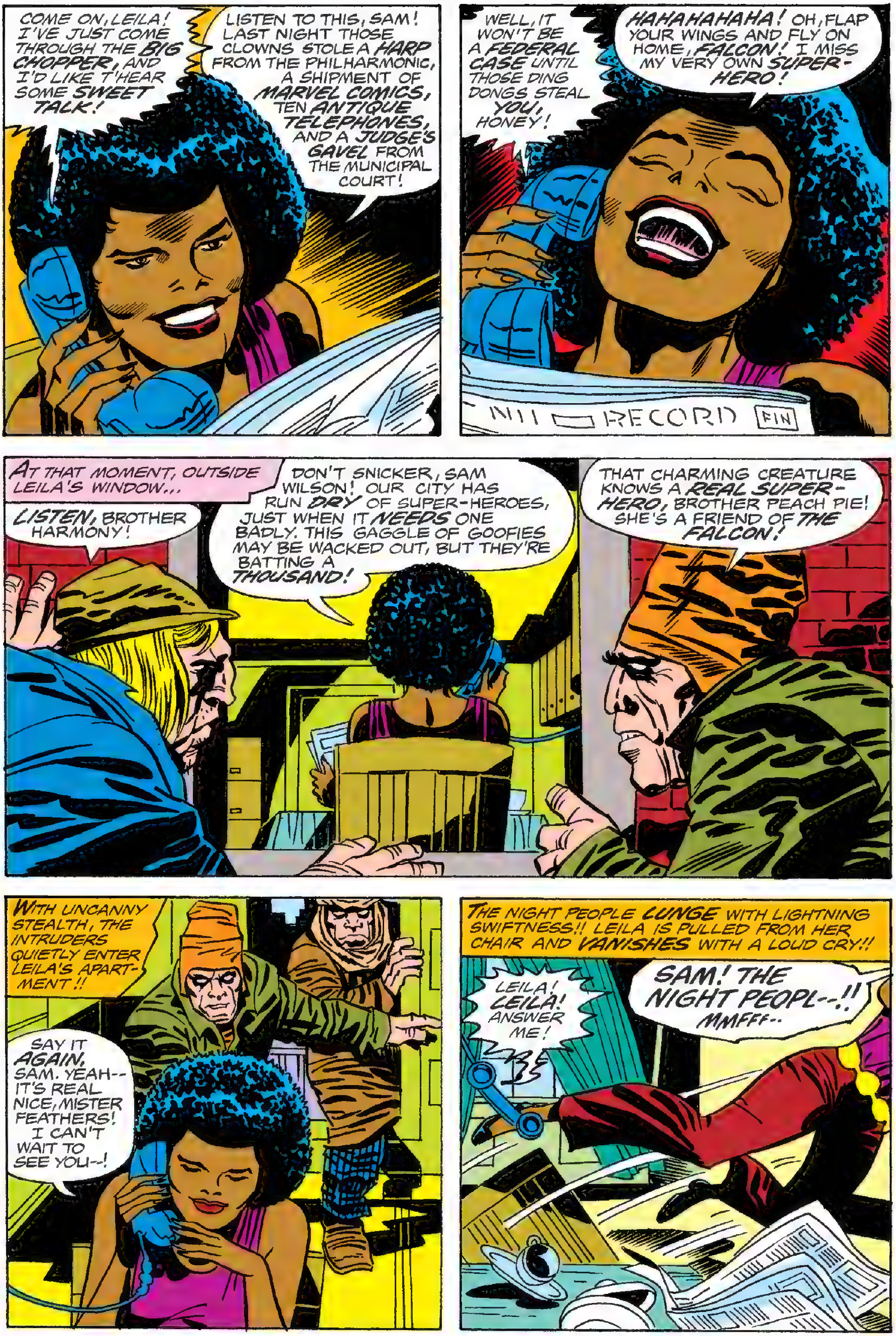

THE NEXT MOMENT, THE DOOR IS PUSHED OPEN. CAP AND THE FALCON ARE ADMITTED TO A BARE ROOM WITH A LONE, GUARDED OCCUPANT...
HELLO, HARDING. WE'VE COME TO SAY GOOD-BYE!
EASY, FALCON...
HE MEANS TO SAY THAT IT'S ALL OVER, HARDING. THE CONSPIRACY HAS BEEN SQUASHED.

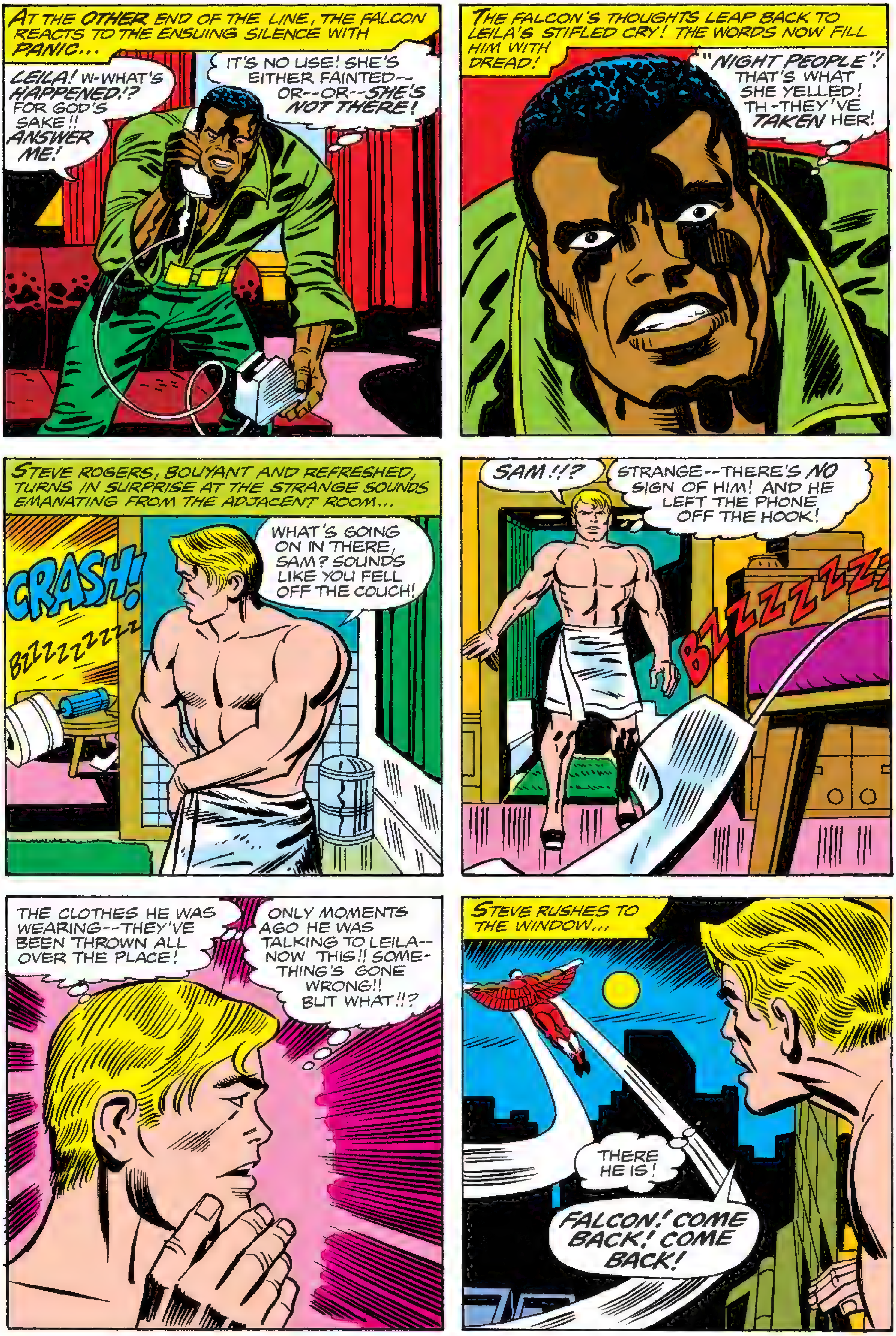

YOUR SO-CALLED "FRIENDS" HAVE BEEN ROUNDED UP--AND THEIR KING-SIZED "MADBOMB" WENT TO PIECES BEFORE IT COULD SATURATE THE COUNTRY WITH SONIC MIND WAVES!!
IN SHORT, THE COUNTRY IS STILL SAFE AND SOUND!

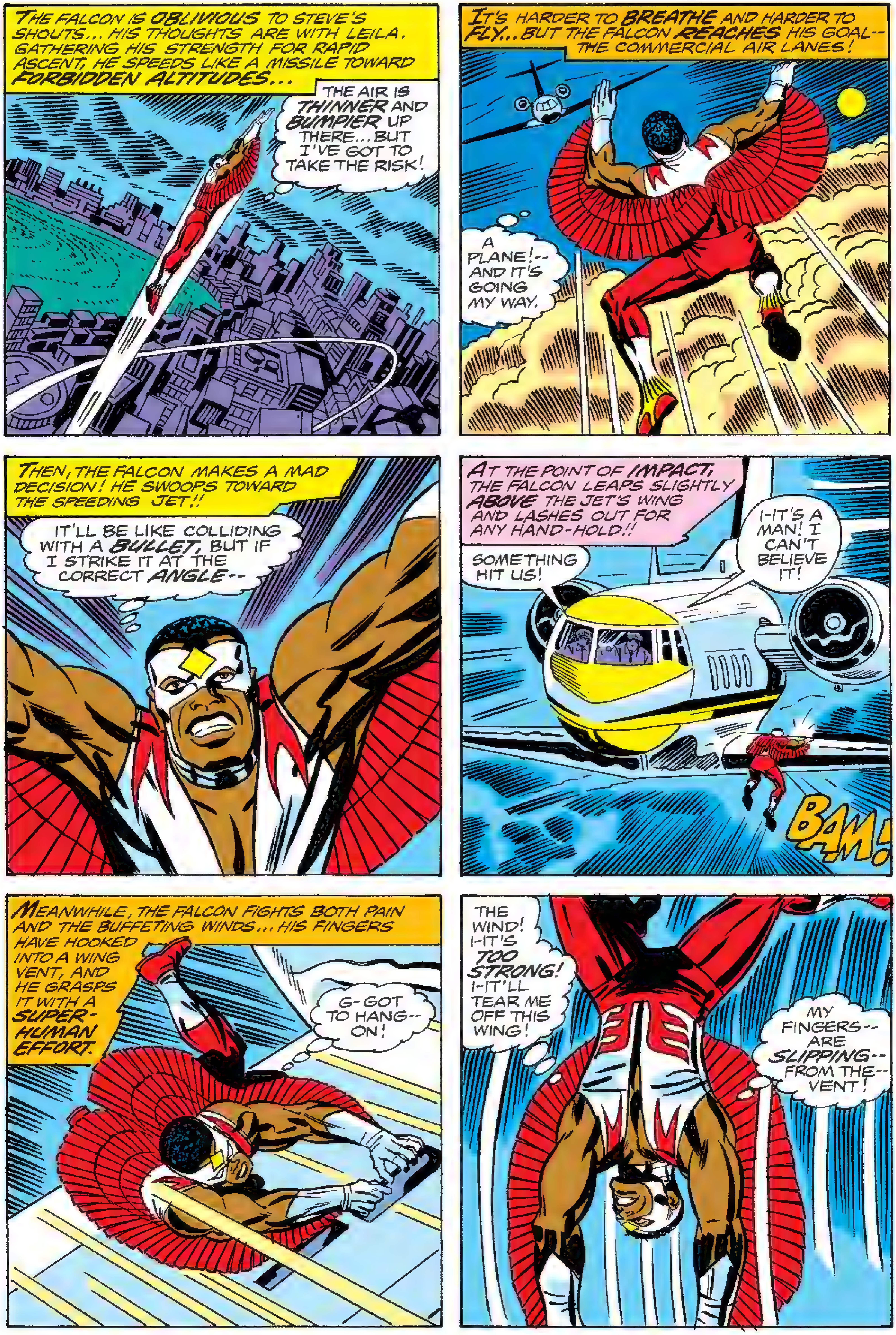

THAT'S WHY WE'RE HERE--TO TELL YOU THAT WE'VE FINISHED A RUGGED JOB THAT COULD HAVE BEEN TOUGHER WITHOUT YOUR INFORMATION AND TECHNICAL HELP!
SPARE ME THE ACCOLADES, GENTLEMEN--I MERELY DID WHAT WAS EXPEDIENT...
I BELIEVE IT, BUT CAP DOESN'T! HE THINKS YOU HAD REGRETS --THAT IN THE CRUNCH, YOU REMAINED LOYAL TO THIS NATION!

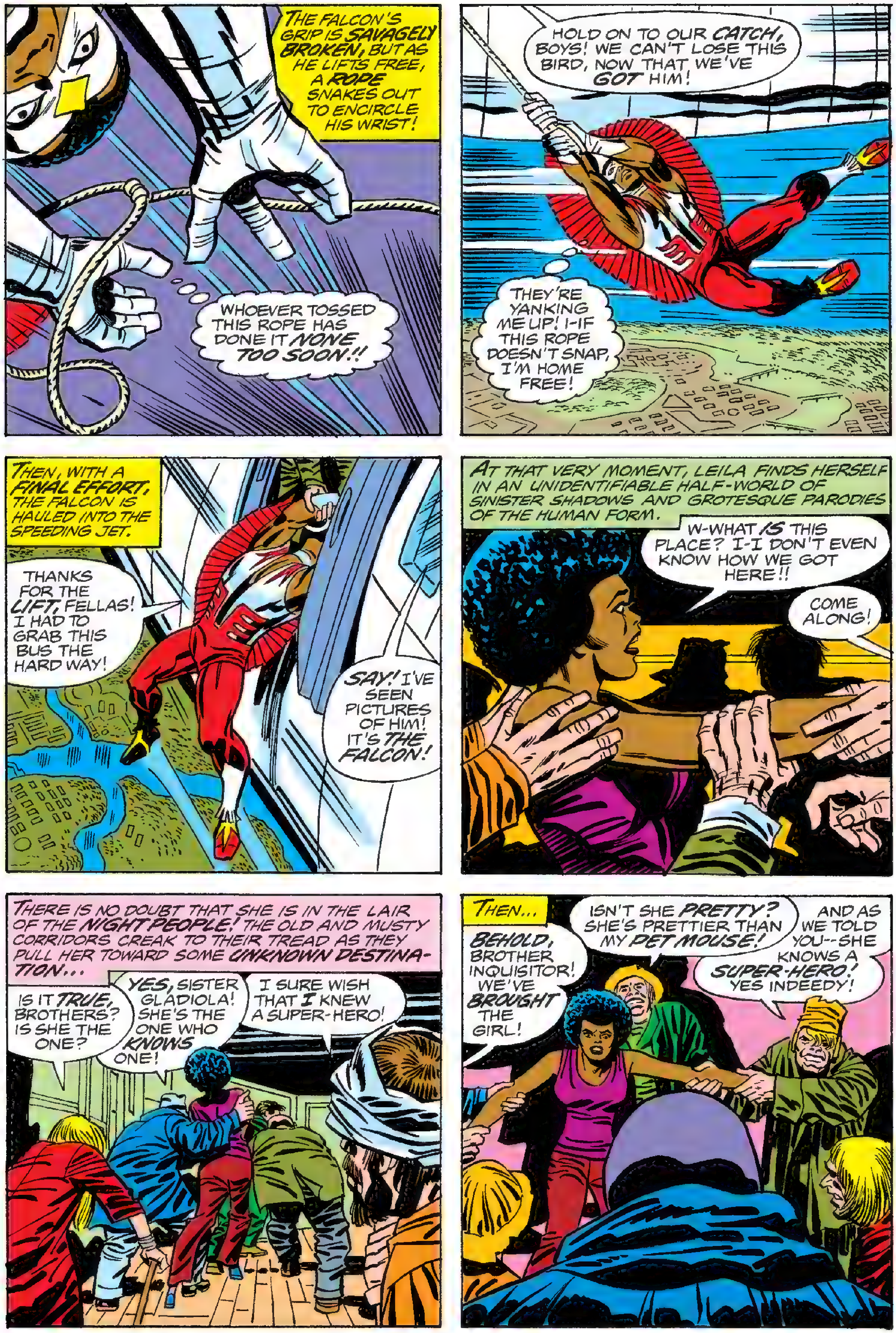

THAT'S RIGHT, HARDING. I CAN'T *BELIEVE* THAT A MAN OF YOUR SCIENTIFIC STANDING COULD HAVE THROWN IN WITH THOSE JACKALS FOR REASONS OTHER THAN DEEP, *PERSONAL STRESS*--
HE MEANS... YOUR *DAUGHTER*.
YES, YOUR DAUGHTER! WHOSE LINGERING ILLNESS *DROVE* YOU-- A MAN PLAGUED BY VANISHING FINANCIAL RESOURCES--TO SEIZE UPON THE PROMISES OF A *SINISTER ORGANIZATION!*
WHAT THE HECK, HARDING. IT'S ALL *BEHIND* YOU NOW.
I'VE GOT TO ADMIT THAT YOU DID A JOB FOR US. IF WE *HADN'T WORN* THESE *SONIC NEUTRALIZERS* YOU DESIGNED FOR US, OUR ASSAULT UNITS WOULD'VE TAKEN SOME *SERIOUS CASUALTIES* FROM THE WACKY WAVES OF THAT *MAD-BOMB*!
THAT *IS* A PLUS FOR ME--ISN'T IT...?
MIND YOU, I DON'T GIVE A HOOT ABOUT *MY* FATE AT THIS POINT--BUT I *MUST* BE ASSURED THAT MY DAUGHTER IS GIVEN THE PROPER MEDICAL AID...
THERE WAS NEVER ANY QUESTION OF THAT-- WHAT'S MORE, YOU'VE EARNED THE RIGHT TO VISIT HER BEFORE--
GO ON, SAY IT! "*BEFORE I'M TAKEN OFF TO PRISON!*"
A MAN WHO *SOLD* HIS COUNTRY AND THEN *SAVED* IT! IRONIC, ISN'T IT!!
NO, HARDING. THE WORD IS "*TRAGIC*"! HOWEVER, YOUR SENTENCE WILL BE *LIGHTER* BECAUSE OF YOUR HELP!
IT COULD'VE BEEN WORSE, HARDING... IF THE OTHER SIDE HAD WON, YOU'D HAVE BEEN A *DEAD MAN*. THOSE ANIMALS WOULD'VE EATEN YOUR KIND IN NO TIME.
LET'S GO, FALCON...

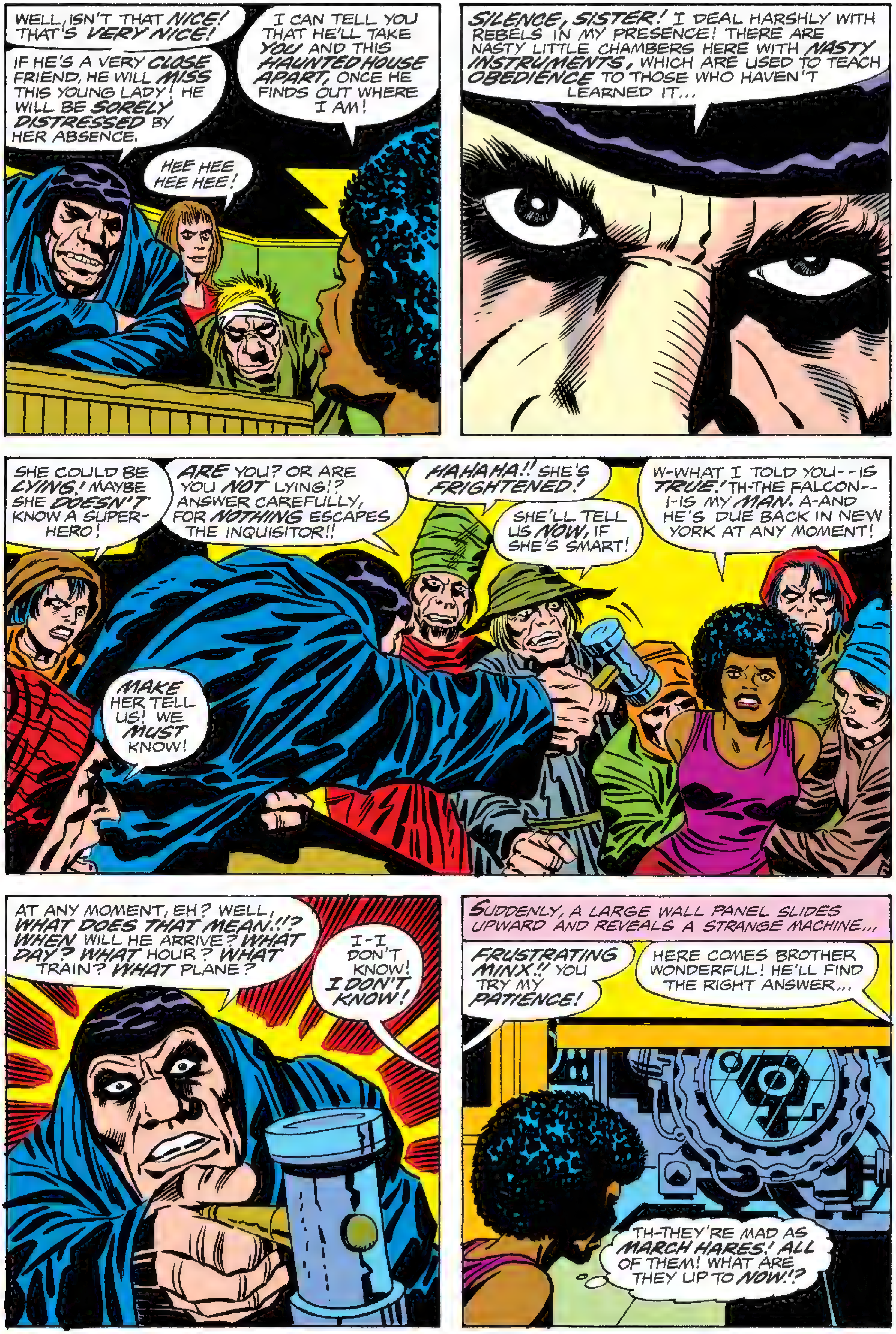

LATER, IN A HOTEL ROOM CHOSEN BY SHIELD HEADQUARTERS...
TURN DOWN THE VOICE-BOX, CAP! I'M TUNING IN ON THE MUSIC MY WOMAN MAKES!
SAY! ASK HER ABOUT SHARON, WILL YOU?
MAN, THIS IS THE PART I LIKE MOST ABOUT A TOUGH ASSIGNMENT-- CLEANING IT OUT OF YOUR ACHING BONES! AND JUST BEING THE ORDINARY JOE THAT YOU KNOW YOU ARE!
WELL, HOLD IT DOWN, JOE! MY SUGAR-BABE IS ABOUT TO SASHAY ON STAGE!!
SO IS STEVE ROGERS, MISTER! HE'S GONNA WIPE AND DRY AND JUMP INTO CIVVIE THREADS AND SEE WHAT THE INSIDE OF A GOOD RESTAURANT LOOKS LIKE!!
WHEN I FINALLY CATCH UP WITH SHARON, WE'LL DOUBLE THE PLEASURE!!
QUIET, CAP. I'VE GOT HER!
HI, GOOD LOOKIN'! GUESS WHAT HAPPENED TO YOUR MISSING BLACKBIRD!?
YEAH, IT'S ME, MAMA! I MADE IT AGAIN! I'VE STILL GOT EVERY FEATHER!!
WHAT'CHA LAUGHIN' AT, CHICK? FEATHERS MAKE YOU TICKLISH?-- WHAT? WHAT'S A NIGHT PEOPLE? COME ON, BABY, YOU'RE PUTTIN' ME ON!
HEY! YOU'RE REALLY CRACKIN' UP, AIN'T-CHA? FORGET THAT JIVE AND SPEAK TO ME! I COULD USE A FEW LOVIN' WORDS, LEILA!
IN NEW YORK CITY...
LEILA! Y'HEAR ME?
HAHAHAHAHA!! I JUST CAN'T HELP IT, SAM! THIS WEIRD GANG OF "LAUREL AND HARDY" TYPES IS HEISTING EVERYTHING IN TOWN BUT MONEY!!
YEAH! YOU WOULDN'T BELIEVE THEIR SHOPPING LIST!
NIGHT PEOPLE NONSENSE CONTINUES!!

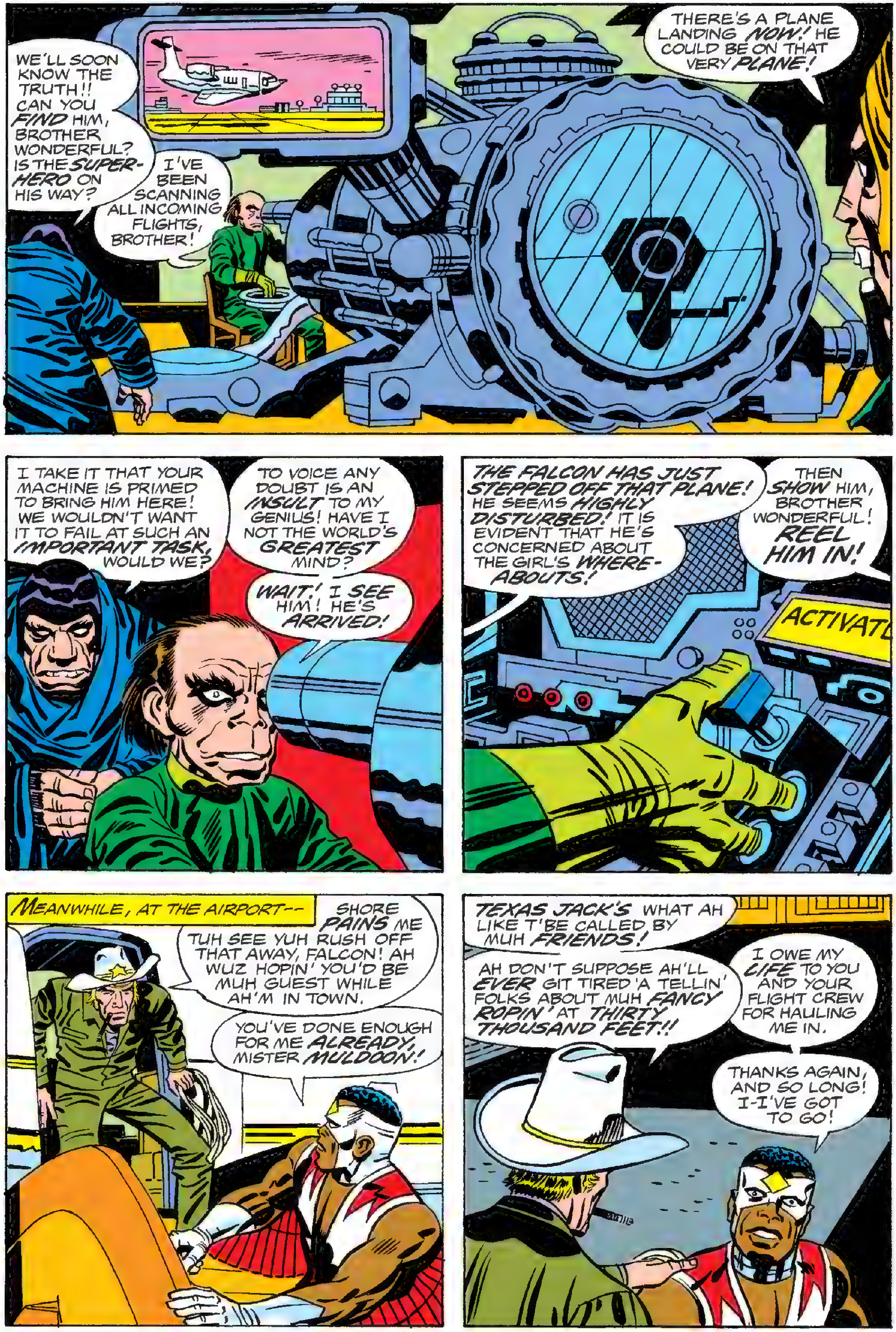

COME ON, LEILA! I'VE JUST COME THROUGH THE BIG CHOPPER, AND I'D LIKE T'HEAR SOME SWEET TALK!
LISTEN TO THIS, SAM! LAST NIGHT THOSE CLOWNS STOLE A HARP FROM THE PHILHARMONIC, A SHIPMENT OF MARVEL COMICS, TEN ANTIQUE TELEPHONES, AND A JUDGE'S GAVEL FROM THE MUNICIPAL COURT!
WELL, IT WON'T BE A FEDERAL CASE UNTIL THOSE DING DONGS STEAL YOU, HONEY!
HAHAHAHAHA! OH, FLAP YOUR WINGS AND FLY ON HOME, FALCON! I MISS MY VERY OWN SUPER-HERO!
RECORD
FIN
AT THAT MOMENT, OUTSIDE LEILA'S WINDOW...
LISTEN, BROTHER HARMONY!
DON'T SNICKER, SAM WILSON! OUR CITY HAS RUN DRY OF SUPER-HEROES, JUST WHEN IT NEEDS ONE BADLY. THIS GAGGLE OF GOOFIES MAY BE WACKED OUT, BUT THEY'RE BATTING A THOUSAND!
THAT CHARMING CREATURE KNOWS A REAL SUPER-HERO, BROTHER PEACH PIE! SHE'S A FRIEND OF THE FALCON!
WITH UNCANNY STEALTH, THE INTRUDERS QUIETLY ENTER LEILA'S APARTMENT!!
SAY IT AGAIN, SAM. YEAH-- IT'S REAL NICE, MISTER FEATHERS! I CAN'T WAIT TO SEE YOU--!
THE NIGHT PEOPLE LUNGE WITH LIGHTNING SWIFTNESS!! LEILA IS PULLED FROM HER CHAIR AND VANISHES WITH A LOUD CRY!!
LEILA! LEILA! ANSWER ME!
SAM! THE NIGHT PEOPL--!! MMFFF..

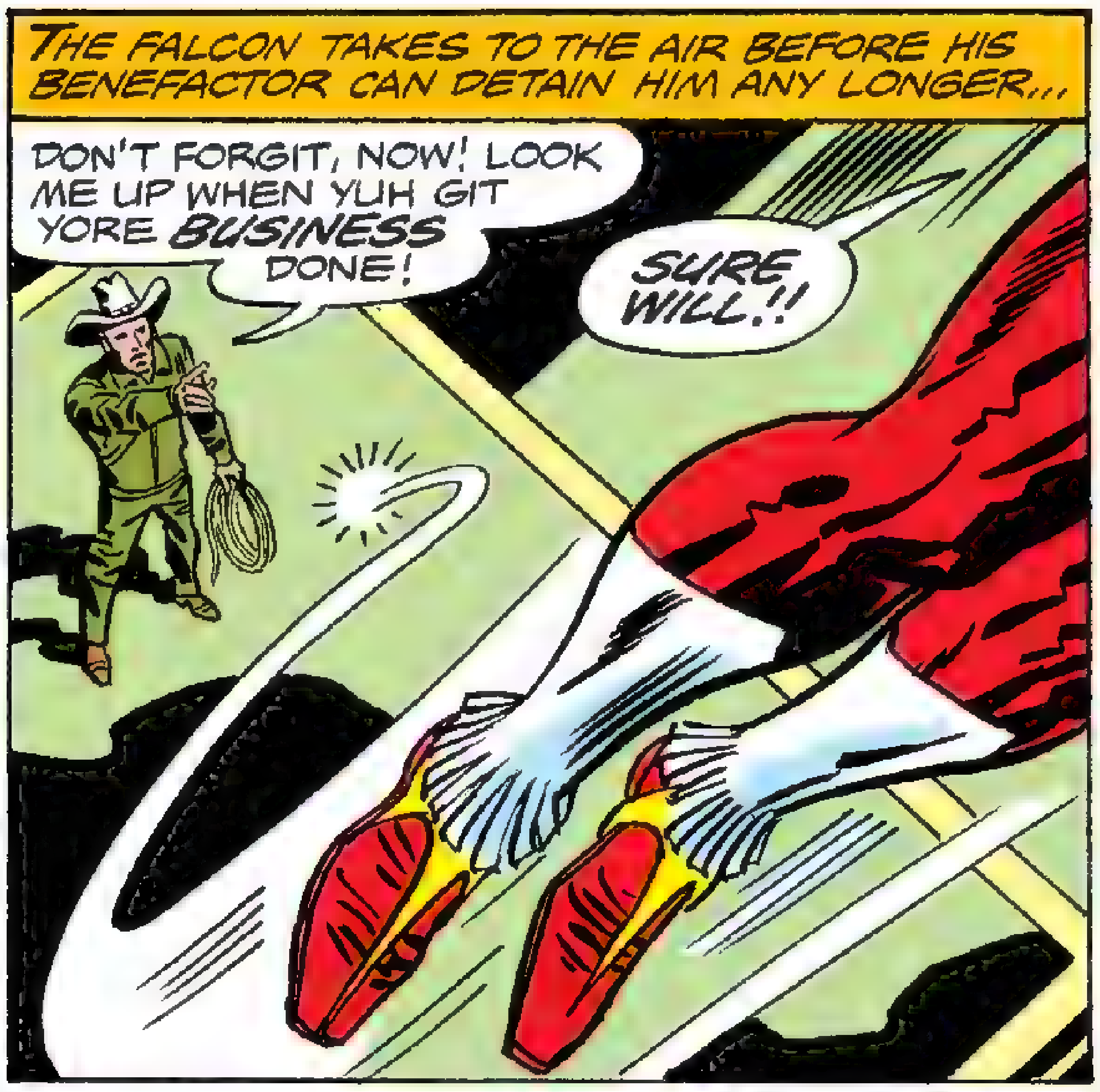

AT THE OTHER END OF THE LINE, THE FALCON REACTS TO THE ENSUING SILENCE WITH PANIC...
LEILA! W-WHAT'S HAPPENED!? FOR GOD'S SAKE!! ANSWER ME!
IT'S NO USE! SHE'S EITHER FAINTED-- OR--OR--SHE'S NOT THERE!
THE FALCON'S THOUGHTS LEAP BACK TO LEILA'S STIFLED CRY! THE WORDS NOW FILL HIM WITH DREAD!
"NIGHT PEOPLE"! THAT'S WHAT SHE YELLED! TH-THEY'VE TAKEN HER!
STEVE ROGERS, BOUYANT AND REFRESHED, TURNS IN SURPRISE AT THE STRANGE SOUNDS EMANATING FROM THE ADJACENT ROOM...
CRASH!
BZZZZZZZZZ
WHAT'S GOING ON IN THERE, SAM? SOUNDS LIKE YOU FELL OFF THE COUCH!
SAM!!?
STRANGE--THERE'S NO SIGN OF HIM! AND HE LEFT THE PHONE OFF THE HOOK!
BZZZZZZZZ
THE CLOTHES HE WAS WEARING--THEY'VE BEEN THROWN ALL OVER THE PLACE!
ONLY MOMENTS AGO HE WAS TALKING TO LEILA-- NOW THIS!! SOMETHING'S GONE WRONG!! BUT WHAT!?
STEVE RUSHES TO THE WINDOW...
THERE HE IS!
FALCON! COME BACK! COME BACK!

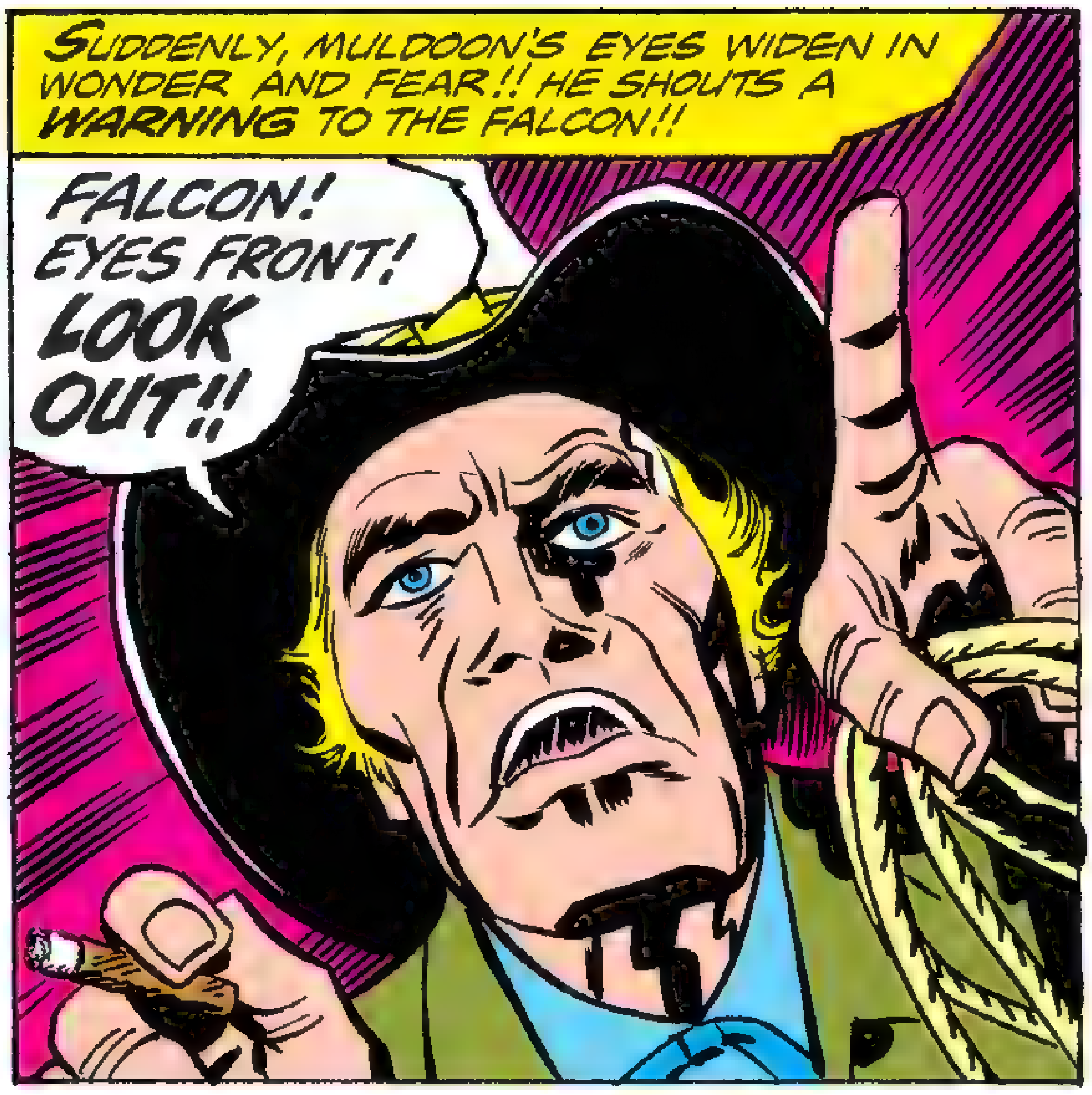

THE FALCON IS OBLIVIOUS TO STEVE'S SHOUTS... HIS THOUGHTS ARE WITH LEILA. GATHERING HIS STRENGTH FOR RAPID ASCENT, HE SPEEDS LIKE A MISSILE TOWARD FORBIDDEN ALTITUDES...
THE AIR IS THINNER AND BUMPIER UP THERE... BUT I'VE GOT TO TAKE THE RISK!
IT'S HARDER TO BREATHE AND HARDER TO FLY... BUT THE FALCON REACHES HIS GOAL-- THE COMMERCIAL AIR LANES!
A PLANE!-- AND IT'S GOING MY WAY.
THEN, THE FALCON MAKES A MAD DECISION! HE SWOOPS TOWARD THE SPEEDING JET!!
IT'LL BE LIKE COLLIDING WITH A BULLET, BUT IF I STRIKE IT AT THE CORRECT ANGLE--
AT THE POINT OF IMPACT, THE FALCON LEAPS SLIGHTLY ABOVE THE JET'S WING AND LASHES OUT FOR ANY HAND-HOLD!!
SOMETHING HIT US!
I-IT'S A MAN! I CAN'T BELIEVE IT!
BAM!
MEANWHILE, THE FALCON FIGHTS BOTH PAIN AND THE BUFFETING WINDS... HIS FINGERS HAVE HOOKED INTO A WING VENT, AND HE GRASPS IT WITH A SUPER-HUMAN EFFORT.
G-GOT TO HANG-- ON!
THE WIND! I-IT'S TOO STRONG! I-IT'LL TEAR ME OFF THIS WING!
MY FINGERS-- ARE SLIPPING-- FROM THE-- VENT!

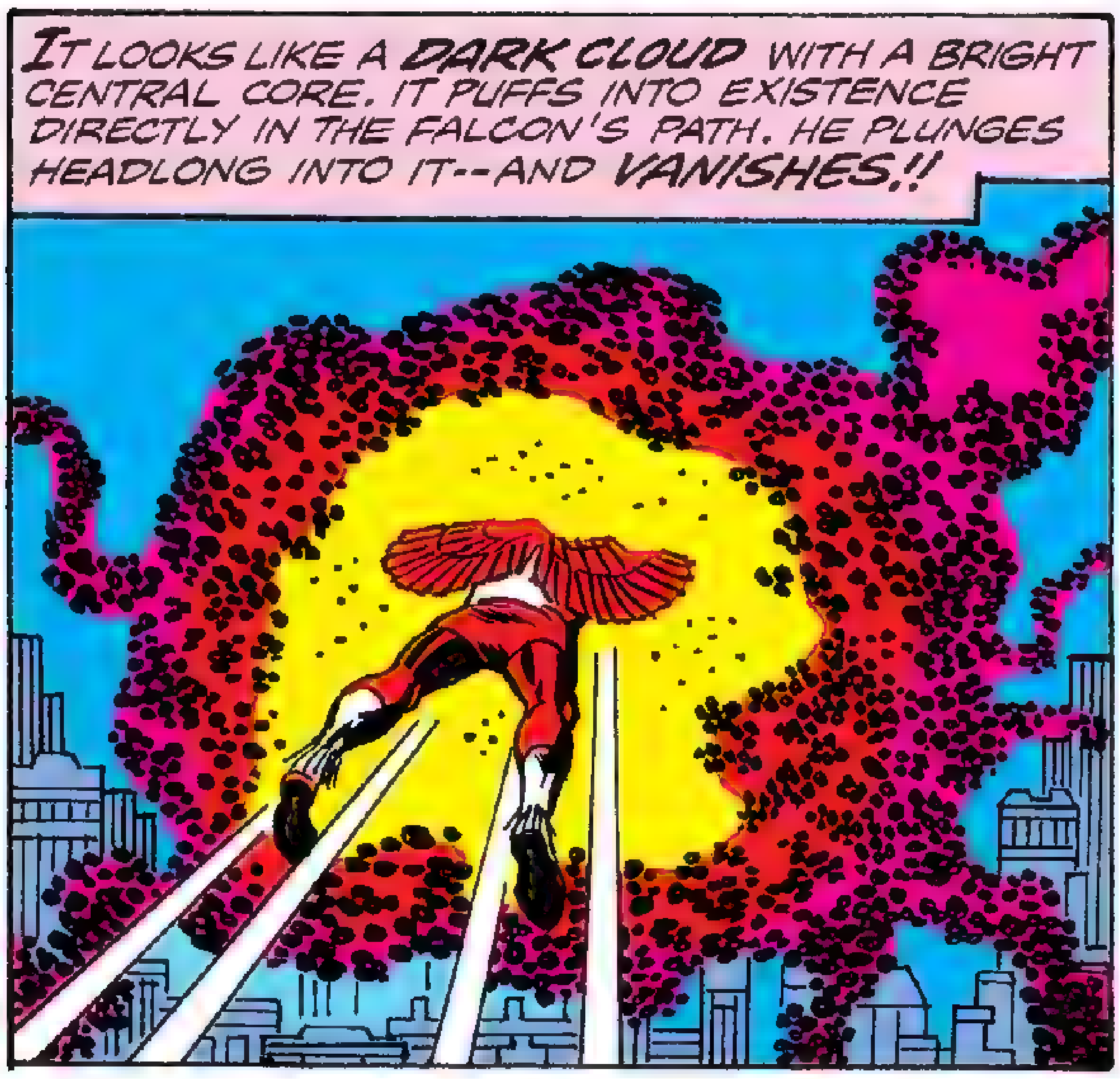

THE FALCON'S GRIP IS SAVAGELY BROKEN, BUT AS HE LIFTS FREE, A ROPE SNAKES OUT TO ENCIRCLE HIS WRIST!
WHOEVER TOSSED THIS ROPE HAS DONE IT NONE TOO SOON!!
HOLD ON TO OUR CATCH, BOYS! WE CAN'T LOSE THIS BIRD, NOW THAT WE'VE GOT HIM!
THEY'RE YANKING ME UP! I-IF THIS ROPE DOESN'T SNAP, I'M HOME FREE!
THEN, WITH A FINAL EFFORT, THE FALCON IS HAULED INTO THE SPEEDING JET.
THANKS FOR THE LIFT, FELLAS! I HAD TO GRAB THIS BUS THE HARD WAY!
SAY! I'VE SEEN PICTURES OF HIM! IT'S THE FALCON!
AT THAT VERY MOMENT, LEILA FINDS HERSELF IN AN UNIDENTIFIABLE HALF-WORLD OF SINISTER SHADOWS AND GROTESQUE PARODIES OF THE HUMAN FORM.
W-WHAT IS THIS PLACE? I-I DON'T EVEN KNOW HOW WE GOT HERE!!
COME ALONG!
THERE IS NO DOUBT THAT SHE IS IN THE LAIR OF THE NIGHT PEOPLE! THE OLD AND MUSTY CORRIDORS CREAK TO THEIR TREAD AS THEY PULL HER TOWARD SOME UNKNOWN DESTINATION...
IS IT TRUE, BROTHERS? IS SHE THE ONE?
YES, SISTER GLADIOLA! SHE'S THE ONE WHO KNOWS ONE!
I SURE WISH THAT I KNEW A SUPER-HERO!
THEN...
BEHOLD, BROTHER INQUISITOR! WE'VE BROUGHT THE GIRL!
ISN'T SHE PRETTY? SHE'S PRETTIER THAN MY PET MOUSE!
AND AS WE TOLD YOU--SHE KNOWS A SUPER-HERO! YES INDEEDY!

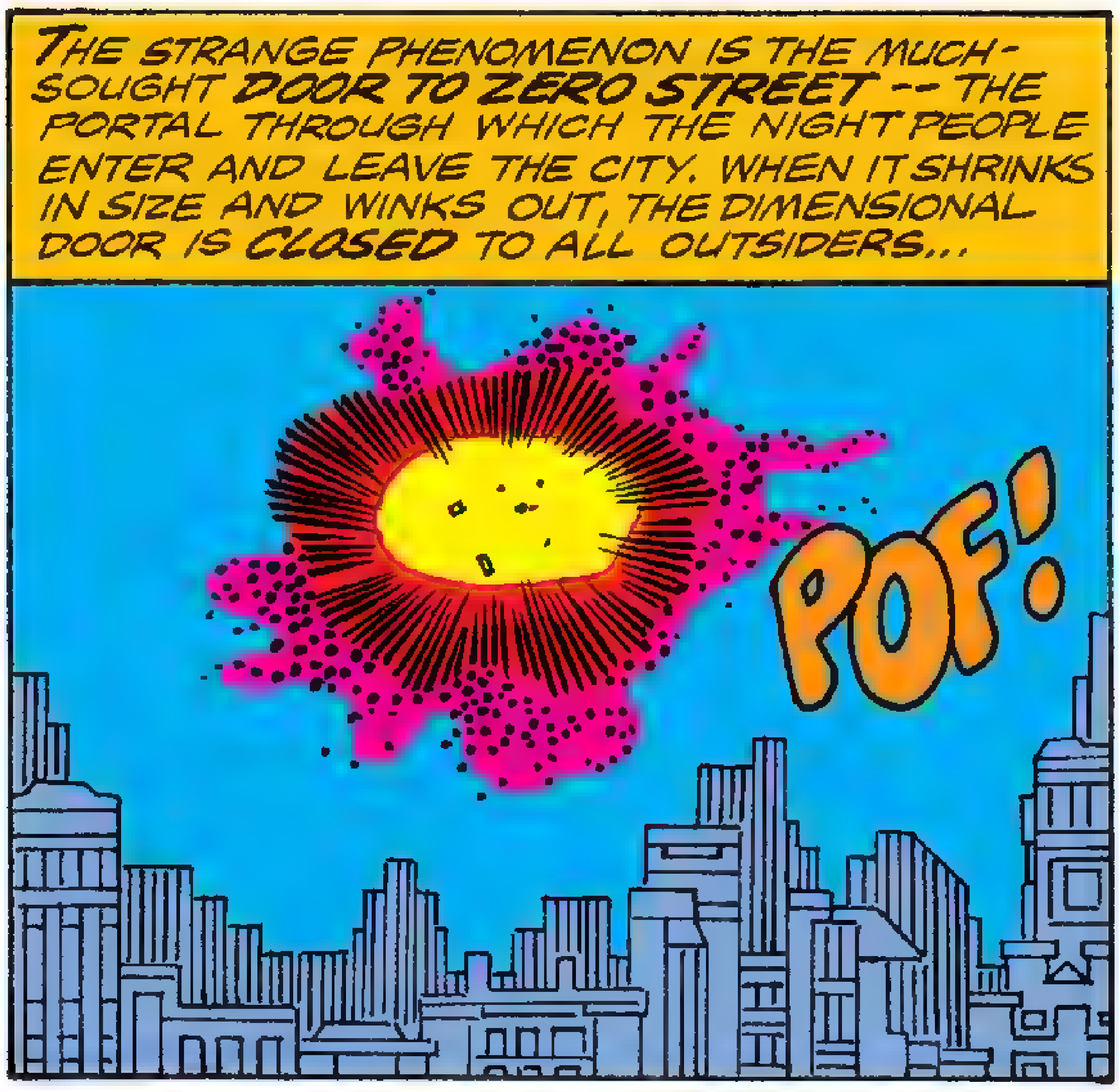

WELL, ISN'T THAT NICE! THAT'S VERY NICE!
IF HE'S A VERY CLOSE FRIEND, HE WILL MISS THIS YOUNG LADY! HE WILL BE SORELY DISTRESSED BY HER ABSENCE.
I CAN TELL YOU THAT HE'LL TAKE YOU AND THIS HAUNTED HOUSE APART, ONCE HE FINDS OUT WHERE I AM!
HEE HEE HEE HEE!
SILENCE, SISTER! I DEAL HARSHLY WITH REBELS IN MY PRESENCE! THERE ARE NASTY LITTLE CHAMBERS HERE WITH NASTY INSTRUMENTS, WHICH ARE USED TO TEACH OBEDIENCE TO THOSE WHO HAVEN'T LEARNED IT...
SHE COULD BE LYING! MAYBE SHE DOESN'T KNOW A SUPER-HERO!
ARE YOU? OR ARE YOU NOT LYING!? ANSWER CAREFULLY, FOR NOTHING ESCAPES THE INQUISITOR!!
HAHAHA!! SHE'S FRIGHTENED!
SHE'LL TELL US NOW, IF SHE'S SMART!
W-WHAT I TOLD YOU--IS TRUE! TH-THE FALCON--I-IS MY MAN. A-AND HE'S DUE BACK IN NEW YORK AT ANY MOMENT!
MAKE HER TELL US! WE MUST KNOW!
AT ANY MOMENT, EH? WELL, WHAT DOES THAT MEAN!!? WHEN WILL HE ARRIVE? WHAT DAY? WHAT HOUR? WHAT TRAIN? WHAT PLANE?
I-I DON'T KNOW! I DON'T KNOW!
SUDDENLY, A LARGE WALL PANEL SLIDES UPWARD AND REVEALS A STRANGE MACHINE...
FRUSTRATING MINX!! YOU TRY MY PATIENCE!
HERE COMES BROTHER WONDERFUL! HE'LL FIND THE RIGHT ANSWER...
TH-THEY'RE MAD AS MARCH HARES! ALL OF THEM! WHAT ARE THEY UP TO NOW!?

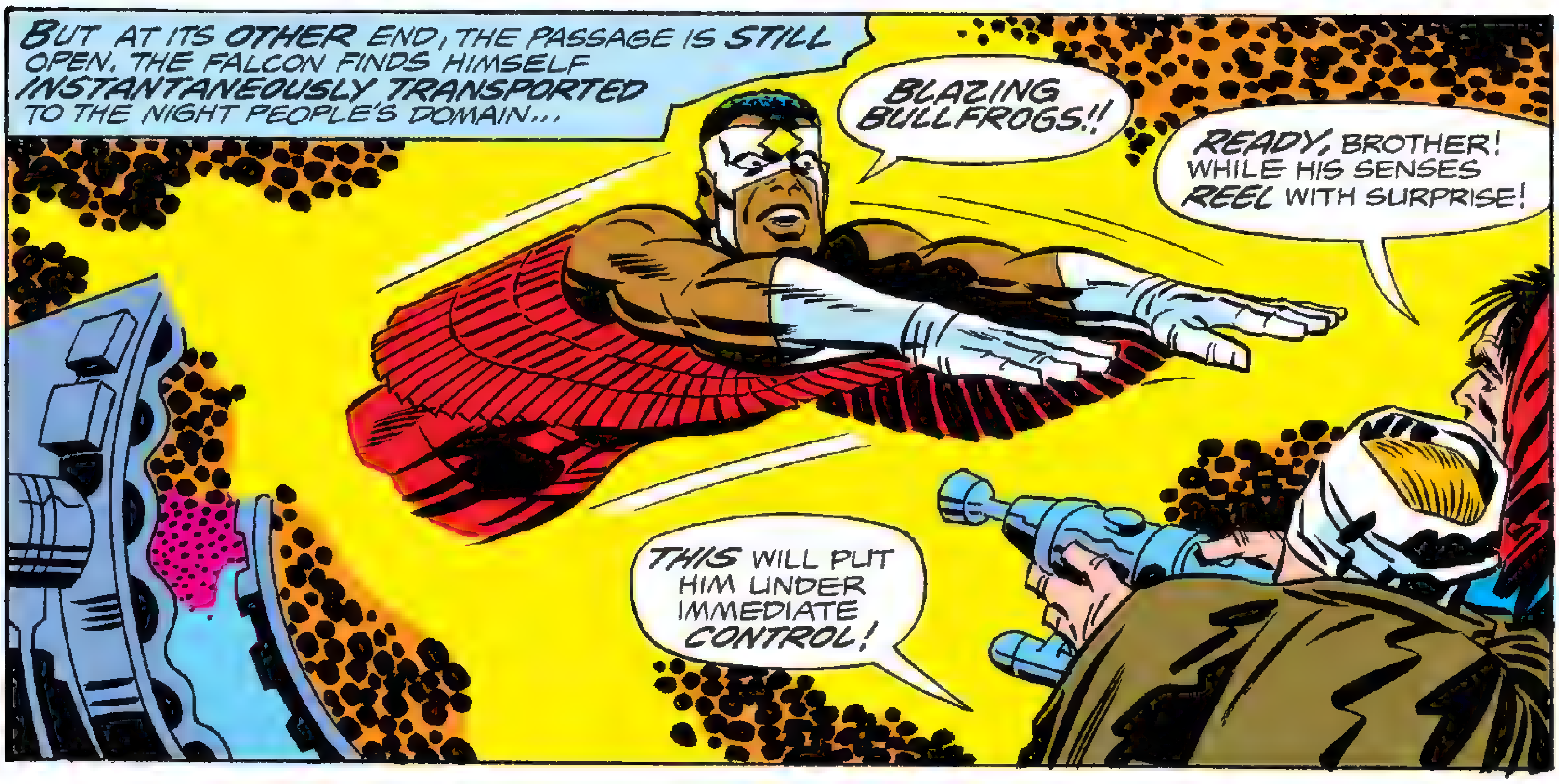

WE'LL SOON KNOW THE TRUTH!! CAN YOU FIND HIM, BROTHER WONDERFUL? IS THE SUPER-HERO ON HIS WAY?
I'VE BEEN SCANNING ALL INCOMING FLIGHTS, BROTHER!
THERE'S A PLANE LANDING NOW! HE COULD BE ON THAT VERY PLANE!
I TAKE IT THAT YOUR MACHINE IS PRIMED TO BRING HIM HERE! WE WOULDN'T WANT IT TO FAIL AT SUCH AN IMPORTANT TASK, WOULD WE?
TO VOICE ANY DOUBT IS AN INSULT TO MY GENIUS! HAVE I NOT THE WORLD'S GREATEST MIND?
WAIT! I SEE HIM! HE'S ARRIVED!
THE FALCON HAS JUST STEPPED OFF THAT PLANE! HE SEEMS HIGHLY DISTURBED! IT IS EVIDENT THAT HE'S CONCERNED ABOUT THE GIRL'S WHEREABOUTS!
THEN SHOW HIM, BROTHER WONDERFUL! REEL HIM IN!
ACTIVATE
MEANWHILE, AT THE AIRPORT--
SHORE PAINS ME TUH SEE YUH RUSH OFF THAT AWAY, FALCON! AH WUZ HOPIN' YOU'D BE MUH GUEST WHILE AH'M IN TOWN.
YOU'VE DONE ENOUGH FOR ME ALREADY, MISTER MULDOON!
TEXAS JACK'S WHAT AH LIKE T'BE CALLED BY MUH FRIENDS!
AH DON'T SUPPOSE AH'LL EVER GIT TIRED 'A TELLIN' FOLKS ABOUT MUH FANCY ROPIN' AT THIRTY THOUSAND FEET!!
I OWE MY LIFE TO YOU AND YOUR FLIGHT CREW FOR HAULING ME IN.
THANKS AGAIN, AND SO LONG! I-I'VE GOT TO GO!

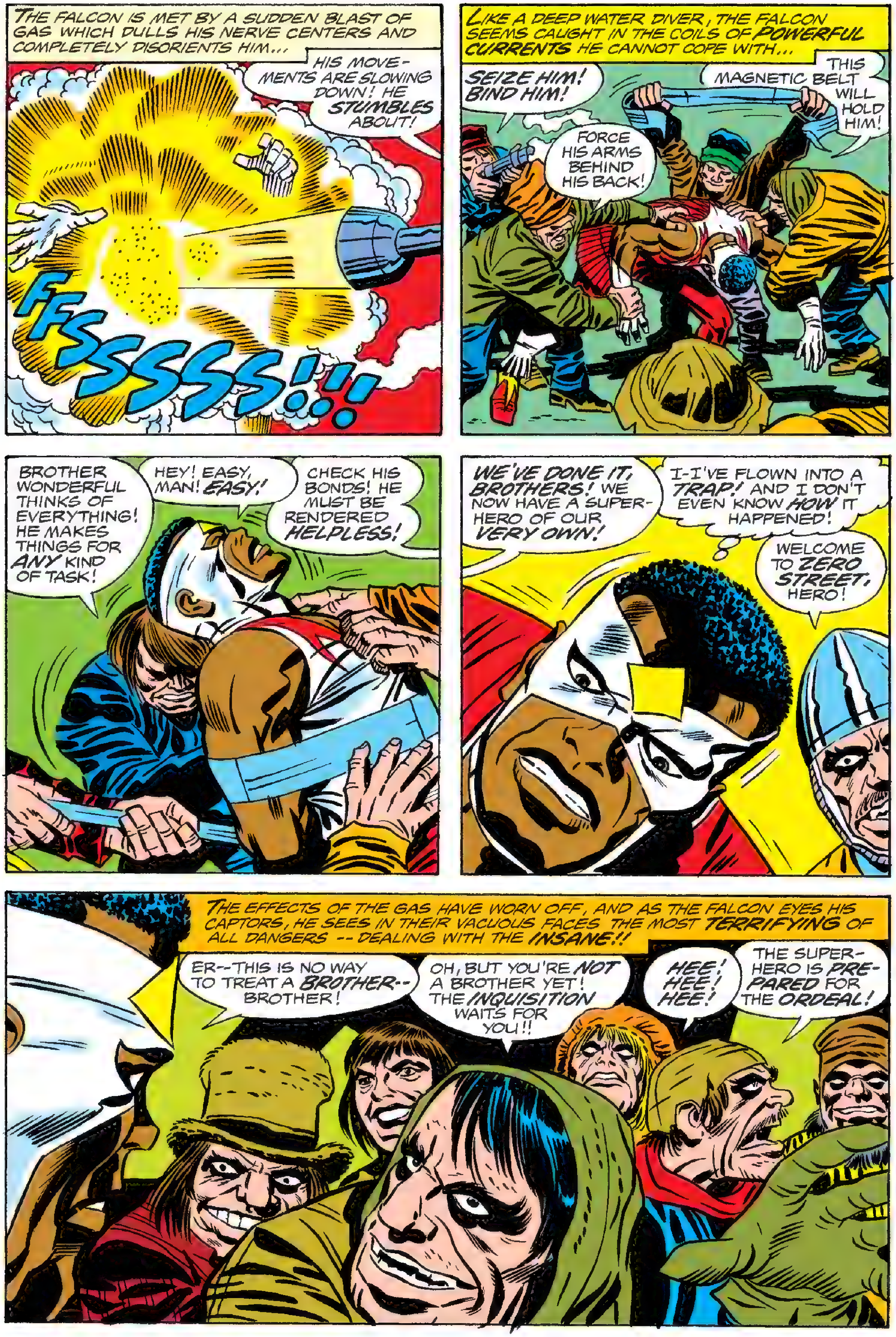

THE FALCON TAKES TO THE AIR BEFORE HIS BENEFACTOR CAN DETAIN HIM ANY LONGER...
DON'T FORGIT, NOW! LOOK ME UP WHEN YUH GIT YORE BUSINESS DONE!
SURE WILL.!!

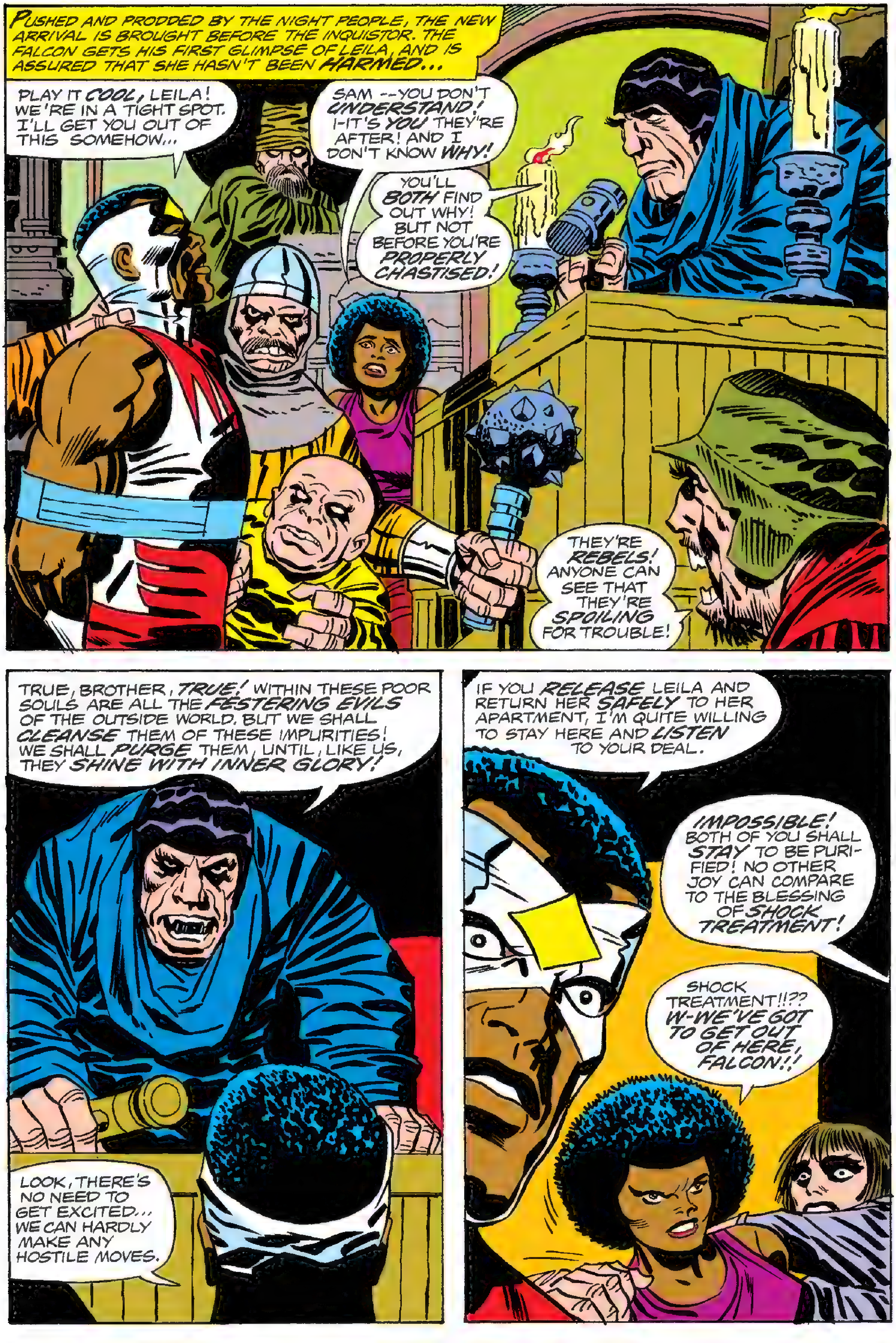

SUDDENLY, MULDOON'S EYES WIDEN IN WONDER AND FEAR!! HE SHOUTS A WARNING TO THE FALCON!!
FALCON! EYES FRONT! LOOK OUT!!

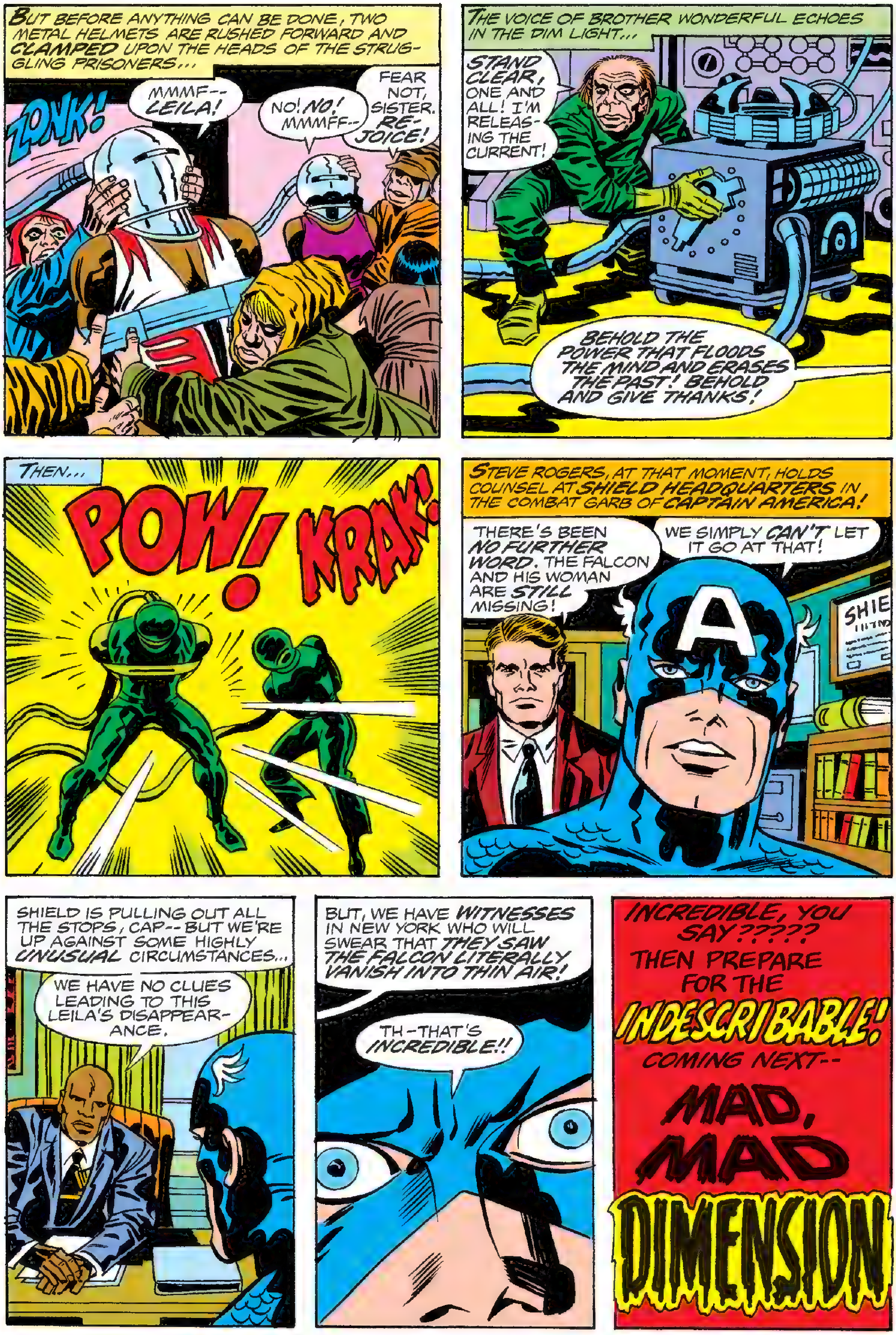

IT LOOKS LIKE A DARK CLOUD WITH A BRIGHT CENTRAL CORE. IT PUFFS INTO EXISTENCE DIRECTLY IN THE FALCON'S PATH. HE PLUNGES HEADLONG INTO IT--AND VANISHES.!!

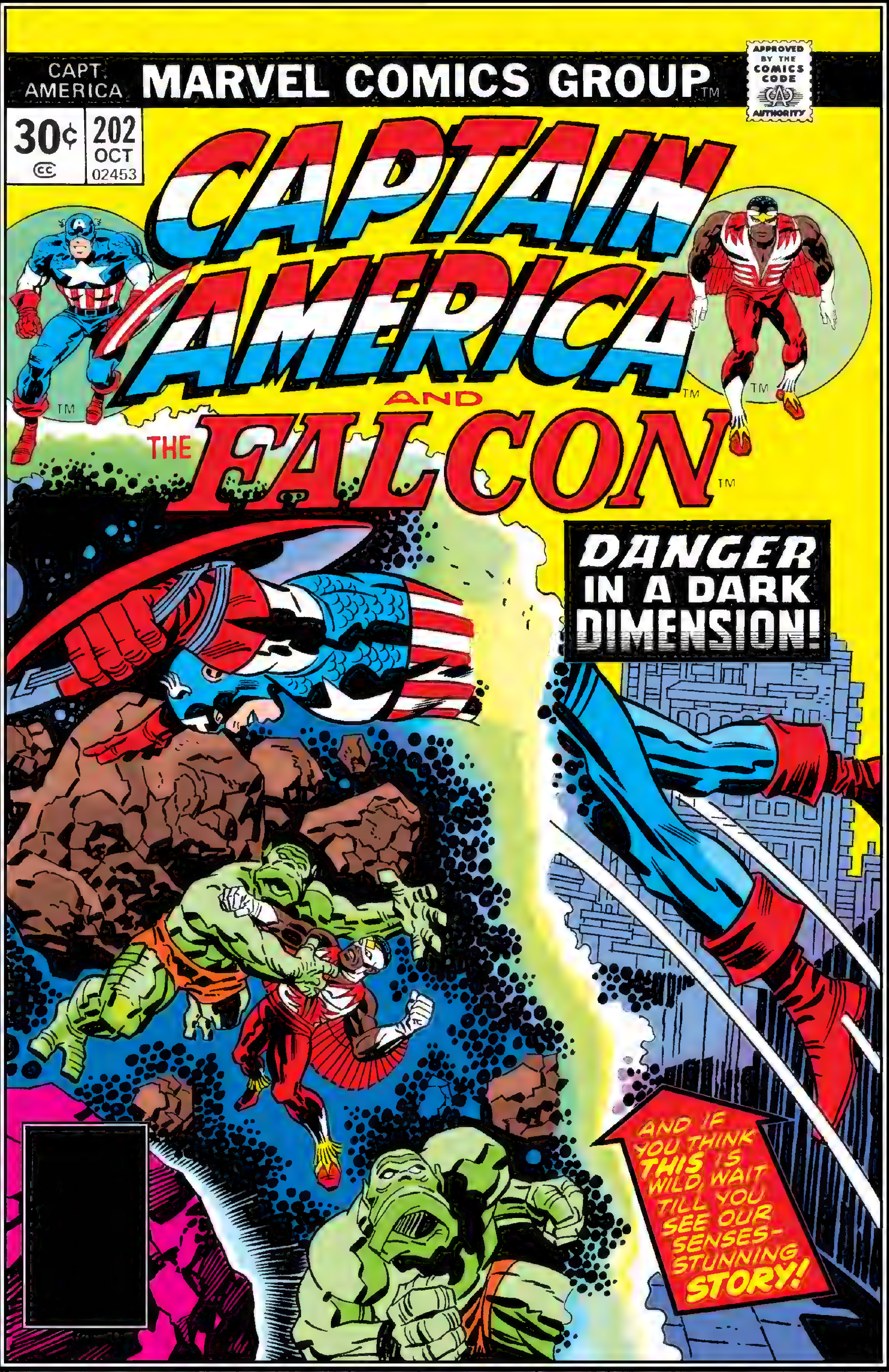

THE STRANGE PHENOMENON IS THE MUCH-SOUGHT DOOR TO ZERO STREET -- THE PORTAL THROUGH WHICH THE NIGHT PEOPLE ENTER AND LEAVE THE CITY. WHEN IT SHRINKS IN SIZE AND WINKS OUT, THE DIMENSIONAL DOOR IS CLOSED TO ALL OUTSIDERS...
POF!


BUT AT ITS OTHER END, THE PASSAGE IS STILL OPEN. THE FALCON FINDS HIMSELF INSTANTANEOUSLY TRANSPORTED TO THE NIGHT PEOPLE'S DOMAIN...
BLAZING BULLFROGS.!
READY, BROTHER! WHILE HIS SENSES REEL WITH SURPRISE!
THIS WILL PUT HIM UNDER IMMEDIATE CONTROL!


THE FALCON IS MET BY A SUDDEN BLAST OF GAS WHICH DULLS HIS NERVE CENTERS AND COMPLETELY DISORIENTS HIM...
HIS MOVEMENTS ARE SLOWING DOWN! HE STUMBLES ABOUT!
FFSSSSSS!!!
LIKE A DEEP WATER DIVER, THE FALCON SEEMS CAUGHT IN THE COILS OF POWERFUL CURRENTS HE CANNOT COPE WITH...
SEIZE HIM! BIND HIM!
THIS MAGNETIC BELT WILL HOLD HIM!
FORCE HIS ARMS BEHIND HIS BACK!
BROTHER WONDERFUL THINKS OF EVERYTHING! HE MAKES THINGS FOR ANY KIND OF TASK!
HEY! EASY, MAN! EASY!
CHECK HIS BONDS! HE MUST BE RENDERED HELPLESS!
WE'VE DONE IT, BROTHERS! WE NOW HAVE A SUPER-HERO OF OUR VERY OWN!
I-I'VE FLOWN INTO A TRAP! AND I DON'T EVEN KNOW HOW IT HAPPENED!
WELCOME TO ZERO STREET, HERO!
THE EFFECTS OF THE GAS HAVE WORN OFF, AND AS THE FALCON EYES HIS CAPTORS, HE SEES IN THEIR VACUOUS FACES THE MOST TERRIFYING OF ALL DANGERS -- DEALING WITH THE INSANE!!
ER--THIS IS NO WAY TO TREAT A BROTHER-- BROTHER!
OH, BUT YOU'RE NOT A BROTHER YET! THE INQUISITION WAITS FOR YOU!!
HEE! HEE! HEE!
THE SUPER-HERO IS PREPARED FOR THE ORDEAL!


PUSHED AND PRODDED BY THE NIGHT PEOPLE, THE NEW ARRIVAL IS BROUGHT BEFORE THE INQUISTOR. THE FALCON GETS HIS FIRST GLIMPSE OF LEILA, AND IS ASSURED THAT SHE HASN'T BEEN HARMED...
PLAY IT COOL, LEILA! WE'RE IN A TIGHT SPOT. I'LL GET YOU OUT OF THIS SOMEHOW...
SAM --YOU DON'T UNDERSTAND! I-IT'S YOU THEY'RE AFTER! AND I DON'T KNOW WHY!
YOU'LL BOTH FIND OUT WHY! BUT NOT BEFORE YOU'RE PROPERLY CHASTISED!
THEY'RE REBELS! ANYONE CAN SEE THAT THEY'RE SPOILING FOR TROUBLE!
TRUE, BROTHER, TRUE! WITHIN THESE POOR SOULS ARE ALL THE FESTERING EVILS OF THE OUTSIDE WORLD. BUT WE SHALL CLEANSE THEM OF THESE IMPURITIES! WE SHALL PURGE THEM, UNTIL, LIKE US, THEY SHINE WITH INNER GLORY!
LOOK, THERE'S NO NEED TO GET EXCITED... WE CAN HARDLY MAKE ANY HOSTILE MOVES.
IF YOU RELEASE LEILA AND RETURN HER SAFELY TO HER APARTMENT, I'M QUITE WILLING TO STAY HERE AND LISTEN TO YOUR DEAL.
IMPOSSIBLE! BOTH OF YOU SHALL STAY TO BE PURIFIED! NO OTHER JOY CAN COMPARE TO THE BLESSING OF SHOCK TREATMENT!
SHOCK TREATMENT!!?? W-WE'VE GOT TO GET OUT OF HERE, FALCON!!


BUT BEFORE ANYTHING CAN BE DONE, TWO METAL HELMETS ARE RUSHED FORWARD AND CLAMPED UPON THE HEADS OF THE STRUGGLING PRISONERS...
ZONK!
MMMF-- LEILA!
NO! NO! MMMFF--
FEAR NOT, SISTER. REJOICE!
THE VOICE OF BROTHER WONDERFUL ECHOES IN THE DIM LIGHT...
STAND CLEAR, ONE AND ALL! I'M RELEASING THE CURRENT!
BEHOLD THE POWER THAT FLOODS THE MIND AND ERASES THE PAST! BEHOLD AND GIVE THANKS!
THEN...
POW! KRAK!
STEVE ROGERS, AT THAT MOMENT, HOLDS COUNSEL AT SHIELD HEADQUARTERS IN THE COMBAT GARB OF CAPTAIN AMERICA!
THERE'S BEEN NO FURTHER WORD. THE FALCON AND HIS WOMAN ARE STILL MISSING!
WE SIMPLY CAN'T LET IT GO AT THAT!
SHIE
SHIELD IS PULLING OUT ALL THE STOPS, CAP-- BUT WE'RE UP AGAINST SOME HIGHLY UNUSUAL CIRCUMSTANCES...
WE HAVE NO CLUES LEADING TO THIS LEILA'S DISAPPEARANCE.
BUT, WE HAVE WITNESSES IN NEW YORK WHO WILL SWEAR THAT THEY SAW THE FALCON LITERALLY VANISH INTO THIN AIR!
TH-THAT'S INCREDIBLE!!
INCREDIBLE, YOU SAY????? THEN PREPARE FOR THE INDESCRIBABLE! COMING NEXT--
MAD, MAD DIMENSION


CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
202
OCT
02453
CAPTAIN AMERICA™
AND
THE FALCON™
DANGER IN A DARK DIMENSION!
AND IF YOU THINK THIS IS WILD, WAIT TILL YOU SEE OUR SENSES-STUNNING STORY!

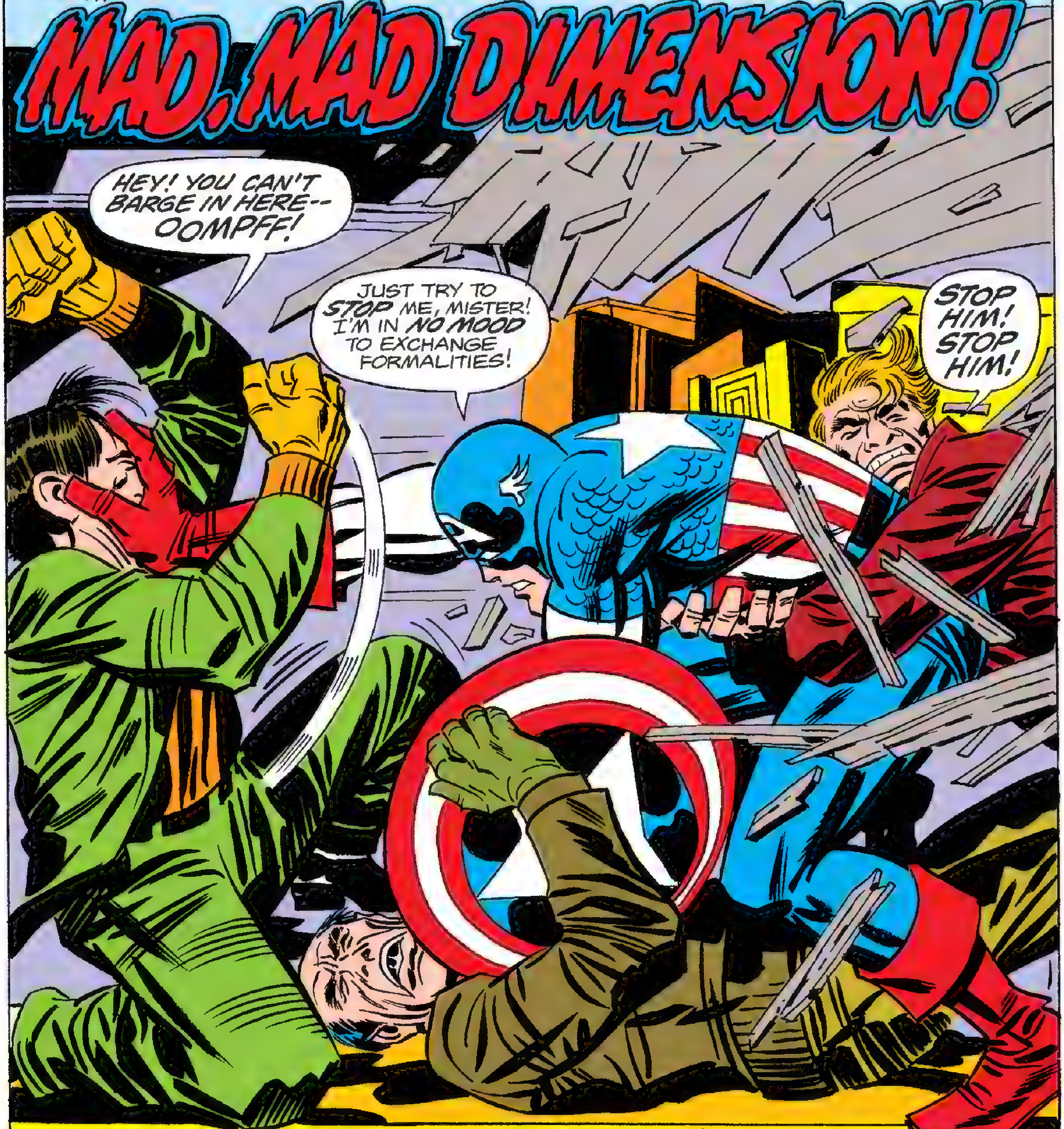
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

JV386

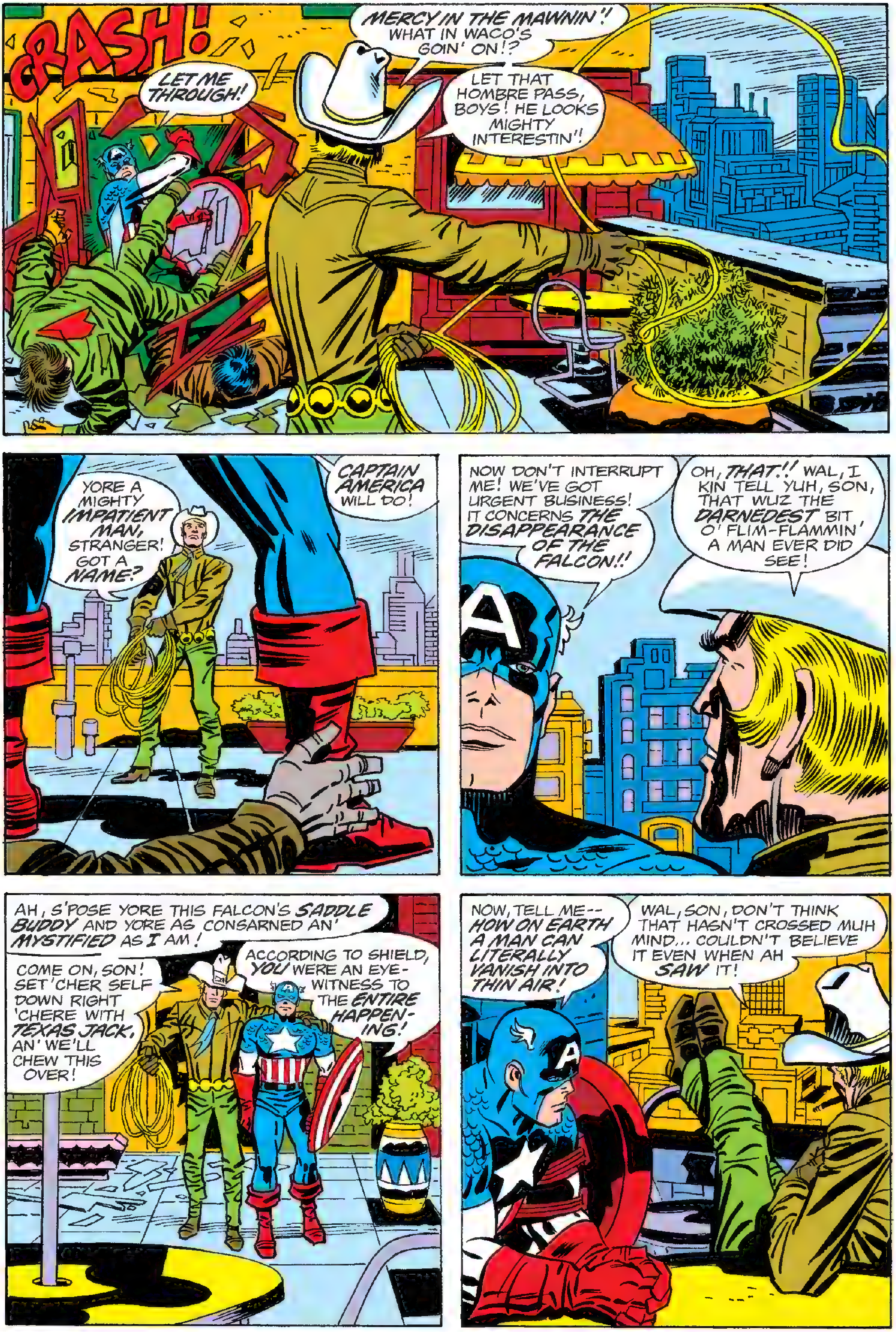
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

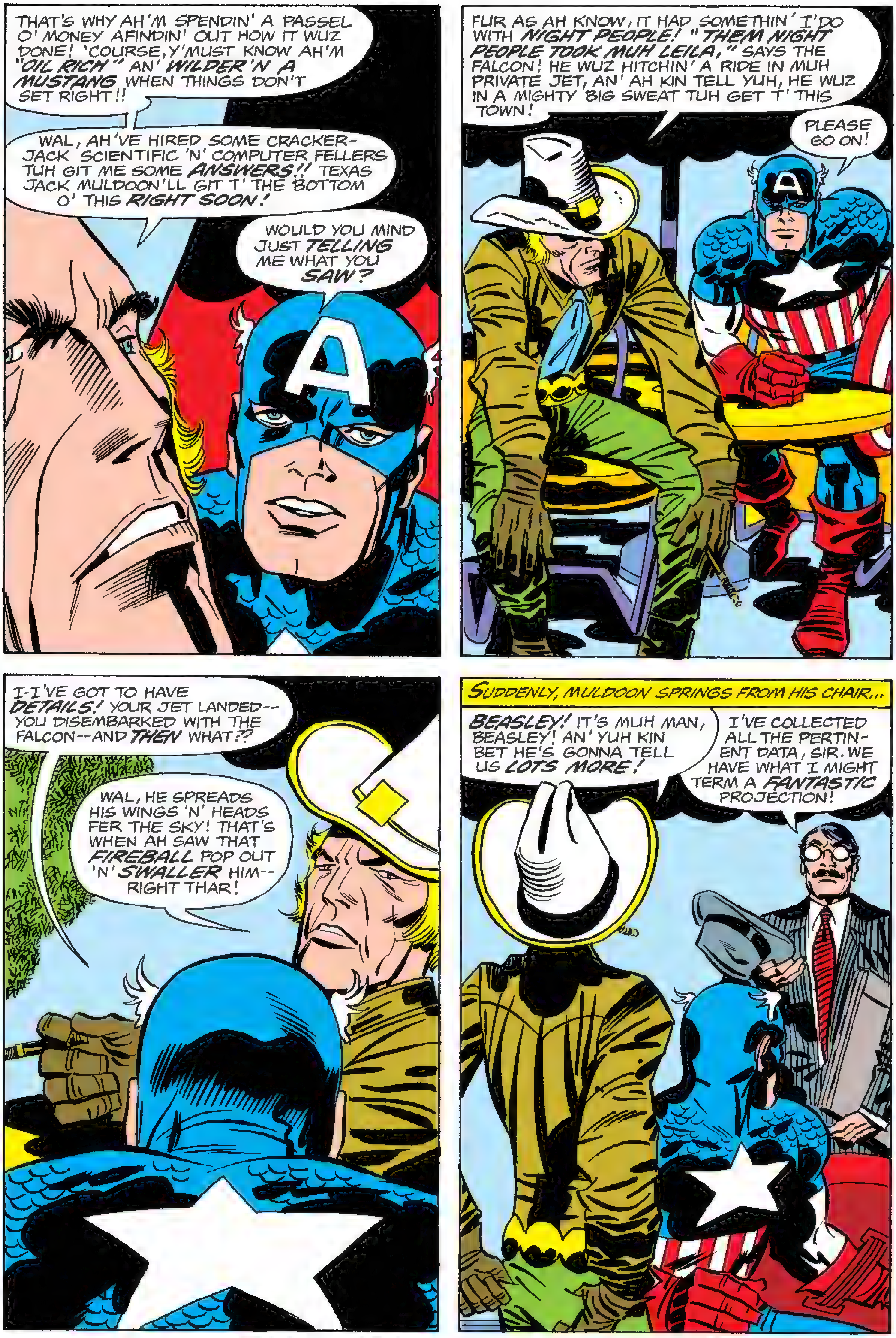
HAVE YOU EVER HEARD OF THE **NIGHT PEOPLE?** NO? THEN SURELY YOU'VE BEEN OUT OF TOWN. WORSE, YOU PROBABLY **MISSED** THE PREVIOUS ISSUE OF THIS MAG! (HURRY! MAYBE YOU CAN STILL PICK IT UP!) BUT BEWARE THE **WEIRD CROWD** THAT APPEARS AT MIDNIGHT! THEY LOOT THE CITY AT WILL AND DISAPPEAR INTO **NOWHERE**--VANISHING TO A PLACE THEY CALL **ZERO STREET,** WHICH CANNOT BE FOUND. AND GET THIS--! THE **LAST** ITEMS THEY STOLE WERE **LEILA** AND THE **FALCON!** WHAT HAPPENS NEXT MAY BE THE **STRANGEST STORY EVER TOLD!!!**

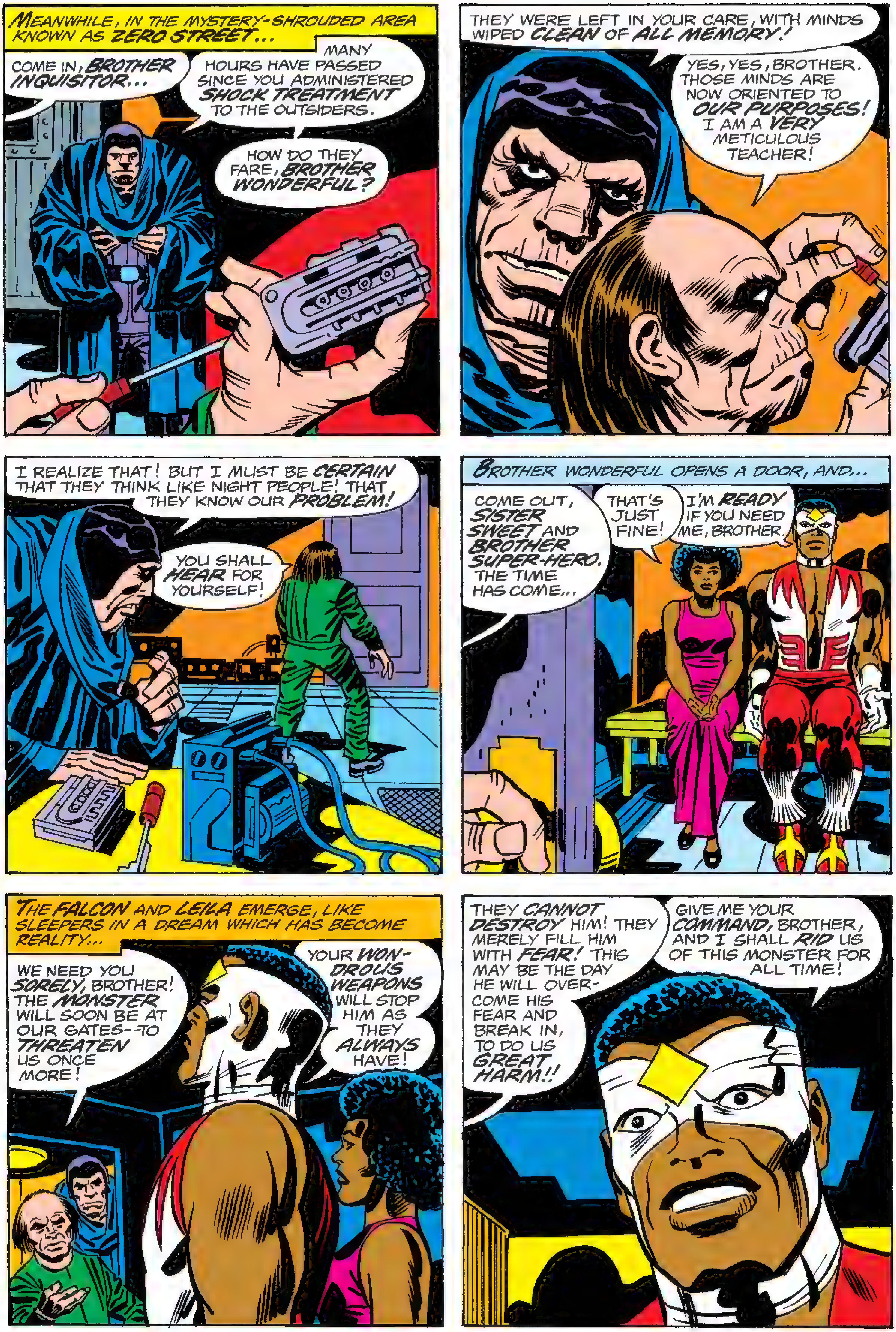
MAD, MAD DIMENSION!

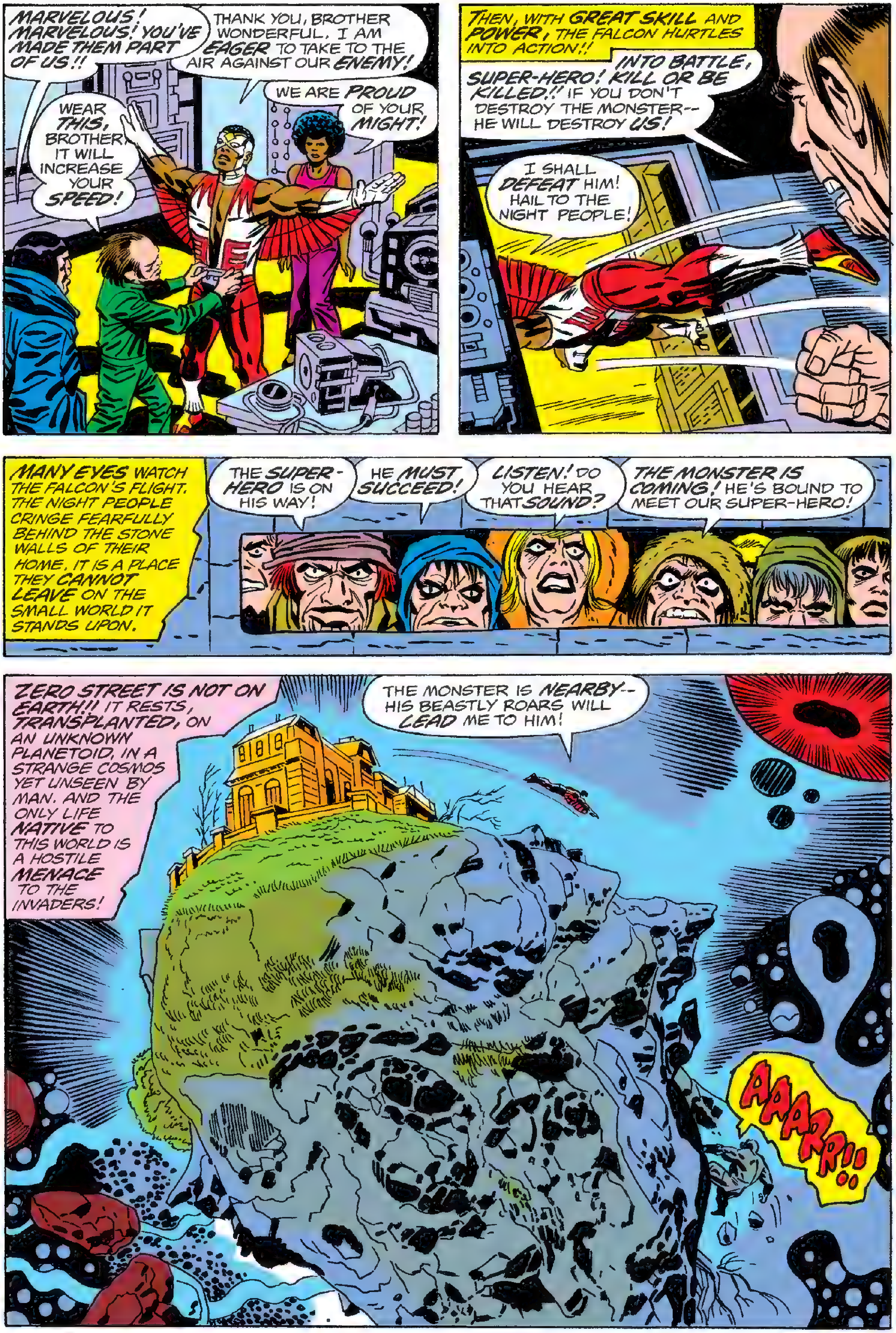

HEY! YOU CAN'T BARGE IN HERE-- OOMPFF!
JUST TRY TO STOP ME, MISTER! I'M IN NO MOOD TO EXCHANGE FORMALITIES!
STOP HIM! STOP HIM!

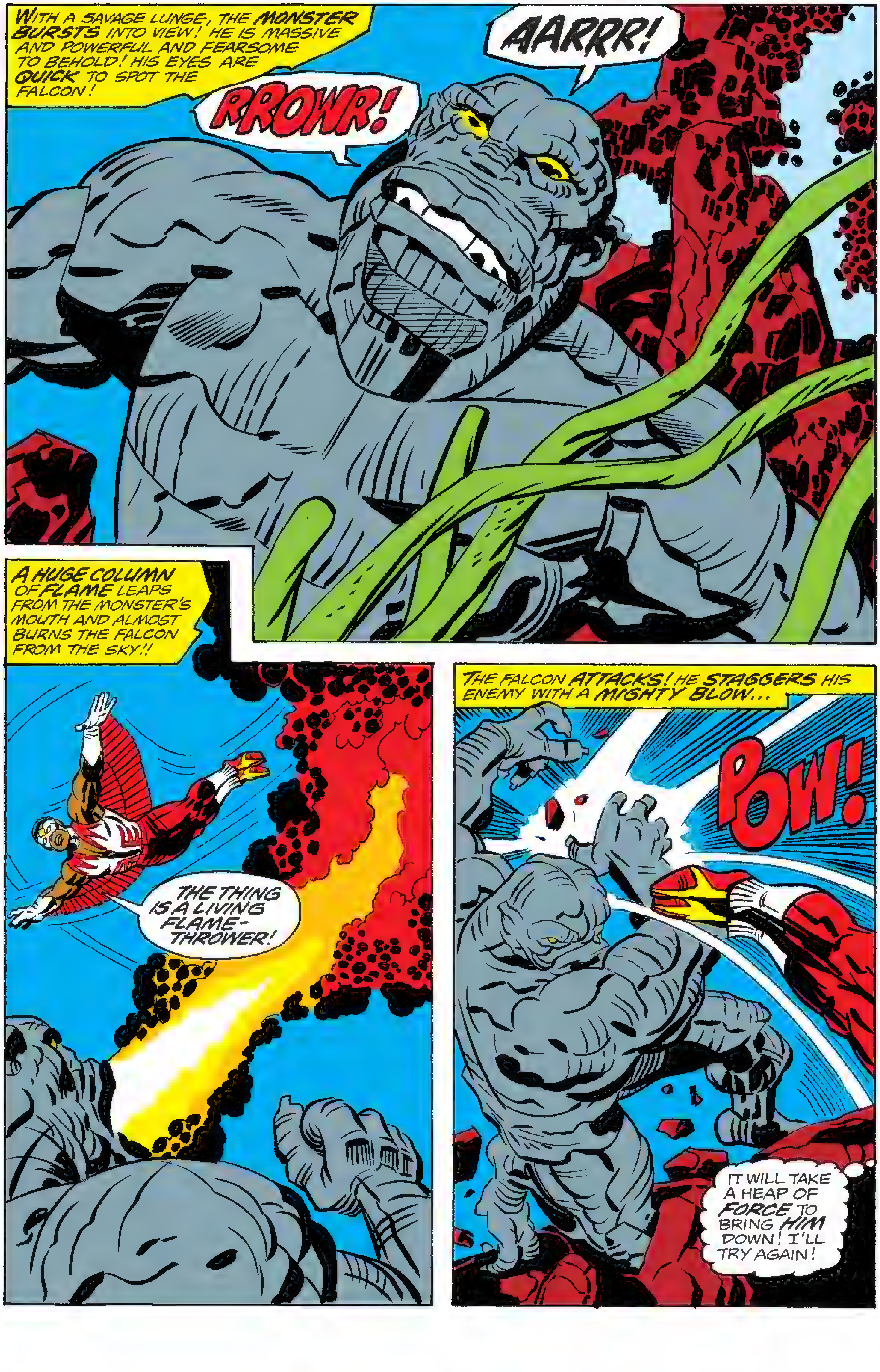
EDITED, WRITTEN & DRAWN by-- **JACK KIRBY** | INKED by-- **FRANK GIACOIA** | LETTERED by-- **JOHN COSTANZA** | COLORED by **G. ROUSSOS** | CONSULTING EDITOR **ARCHIE GOODWIN**

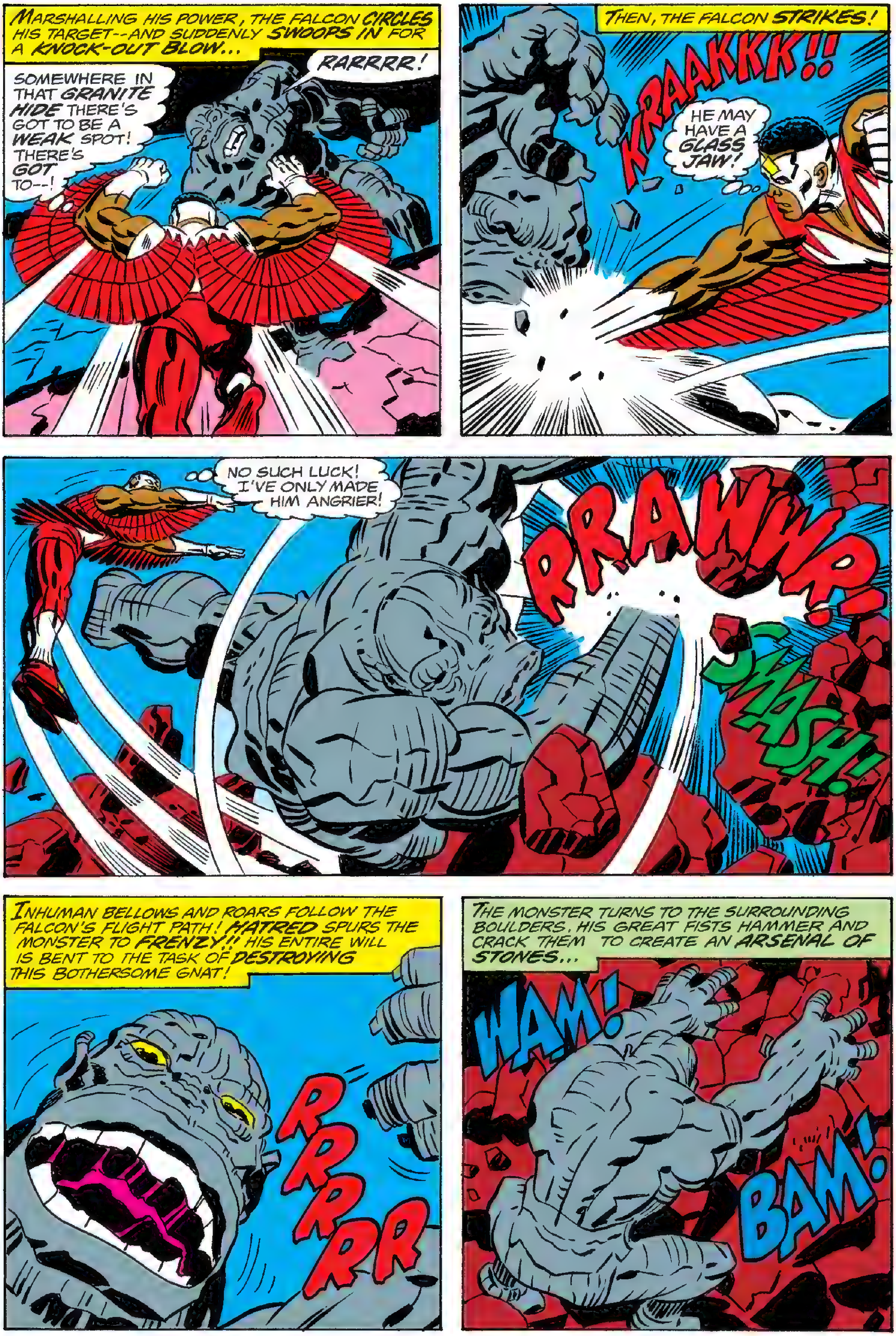

CRASH!
LET ME THROUGH!
MERCY IN THE MAWNIN'! WHAT IN WACO'S GOIN' ON!?
LET THAT HOMBRE PASS, BOYS! HE LOOKS MIGHTY INTERESTIN'!
YORE A MIGHTY IMPATIENT MAN, STRANGER! GOT A NAME?
CAPTAIN AMERICA WILL DO!
NOW DON'T INTERRUPT ME! WE'VE GOT URGENT BUSINESS! IT CONCERNS THE DISAPPEARANCE OF THE FALCON!!
OH, THAT!! WAL, I KIN TELL YUH, SON, THAT WUZ THE DARNEDEST BIT O' FLIM-FLAMMIN' A MAN EVER DID SEE!
AH, S'POSE YORE THIS FALCON'S SADDLE BUDDY AND YORE AS CONSARNED AN' MYSTIFIED AS I AM!
COME ON, SON! SET 'CHER SELF DOWN RIGHT 'CHERE WITH TEXAS JACK, AN' WE'LL CHEW THIS OVER!
ACCORDING TO SHIELD, YOU WERE AN EYE-WITNESS TO THE ENTIRE HAPPENING!
NOW, TELL ME-- HOW ON EARTH A MAN CAN LITERALLY VANISH INTO THIN AIR!
WAL, SON, DON'T THINK THAT HASN'T CROSSED MUH MIND... COULDN'T BELIEVE IT EVEN WHEN AH SAW IT!

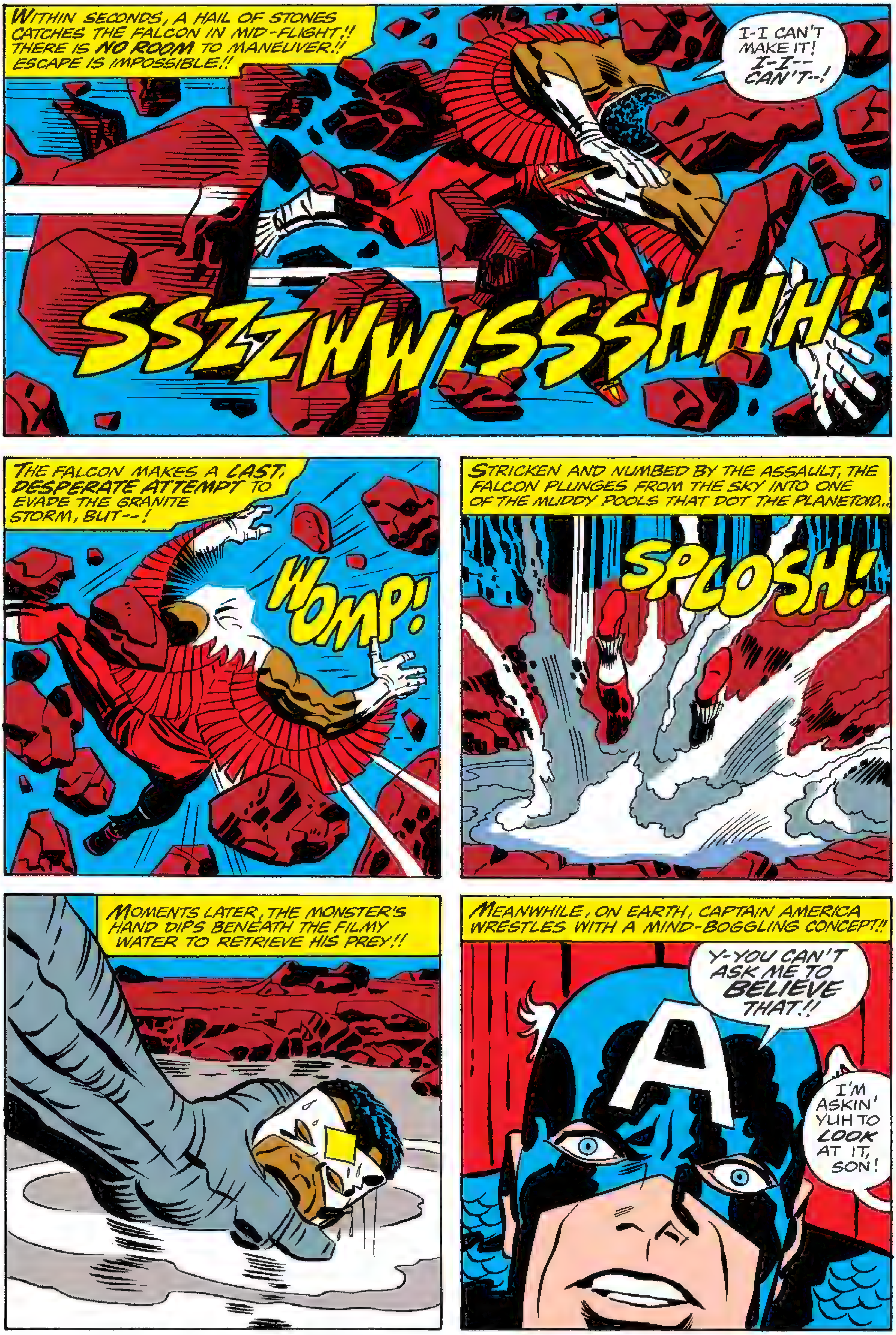

THAT'S WHY AH'M SPENDIN' A PASSEL O' MONEY AFINDIN' OUT HOW IT WUZ DONE! 'COURSE, Y'MUST KNOW AH'M *"OIL RICH"* AN' *WILDER'N A MUSTANG* WHEN THINGS DON'T SET RIGHT!!
WAL, AH'VE HIRED SOME CRACKER-JACK SCIENTIFIC 'N' COMPUTER FELLERS TUH GIT ME SOME *ANSWERS!!* TEXAS JACK MULDOON'LL GIT T' THE BOTTOM O' THIS *RIGHT SOON!*
WOULD YOU MIND JUST *TELLING* ME WHAT YOU *SAW?*
FUR AS AH KNOW, IT HAD SOMETHIN' T'DO WITH *NIGHT PEOPLE! "THEM NIGHT PEOPLE TOOK MUH LEILA,"* SAYS THE FALCON! HE WUZ HITCHIN' A RIDE IN MUH PRIVATE JET, AN' AH KIN TELL YUH, HE WUZ IN A MIGHTY BIG SWEAT TUH GET T' THIS TOWN!
PLEASE GO ON!
I-I'VE GOT TO HAVE *DETAILS!* YOUR JET LANDED-- YOU DISEMBARKED WITH THE FALCON--AND *THEN* WHAT??
WAL, HE SPREADS HIS WINGS 'N' HEADS FER THE SKY! THAT'S WHEN AH SAW THAT *FIREBALL* POP OUT 'N' *SWALLER* HIM-- RIGHT THAR!
SUDDENLY, MULDOON SPRINGS FROM HIS CHAIR...
BEASLEY! IT'S MUH MAN, BEASLEY! AN' YUH KIN BET HE'S GONNA TELL US *LOTS MORE!*
I'VE COLLECTED ALL THE PERTINENT DATA, SIR. WE HAVE WHAT I MIGHT TERM A *FANTASTIC* PROJECTION!

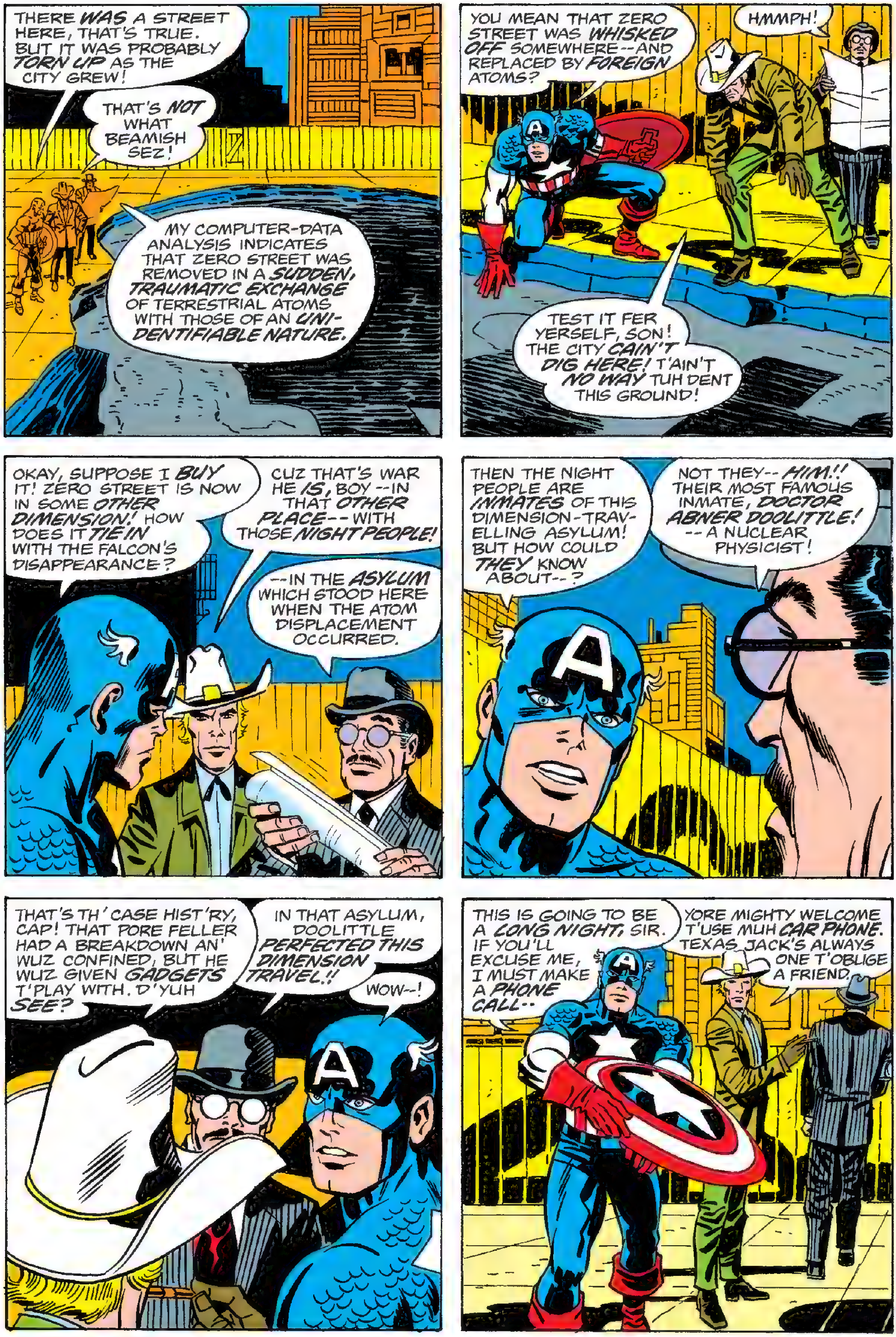

MEANWHILE, IN THE MYSTERY-SHROUDED AREA KNOWN AS ZERO STREET...
COME IN, BROTHER INQUISITOR...
MANY HOURS HAVE PASSED SINCE YOU ADMINISTERED SHOCK TREATMENT TO THE OUTSIDERS.
HOW DO THEY FARE, BROTHER WONDERFUL?
THEY WERE LEFT IN YOUR CARE, WITH MINDS WIPED CLEAN OF ALL MEMORY!
YES, YES, BROTHER. THOSE MINDS ARE NOW ORIENTED TO OUR PURPOSES! I AM A VERY METICULOUS TEACHER!
I REALIZE THAT! BUT I MUST BE CERTAIN THAT THEY THINK LIKE NIGHT PEOPLE! THAT THEY KNOW OUR PROBLEM!
YOU SHALL HEAR FOR YOURSELF!
BROTHER WONDERFUL OPENS A DOOR, AND...
COME OUT, SISTER SWEET AND BROTHER SUPER-HERO. THE TIME HAS COME...
THAT'S JUST FINE!
I'M READY IF YOU NEED ME, BROTHER.
THE FALCON AND LEILA EMERGE, LIKE SLEEPERS IN A DREAM WHICH HAS BECOME REALITY...
WE NEED YOU SORELY, BROTHER! THE MONSTER WILL SOON BE AT OUR GATES--TO THREATEN US ONCE MORE!
YOUR WONDROUS WEAPONS WILL STOP HIM AS THEY ALWAYS HAVE!
THEY CANNOT DESTROY HIM! THEY MERELY FILL HIM WITH FEAR! THIS MAY BE THE DAY HE WILL OVERCOME HIS FEAR AND BREAK IN, TO DO US GREAT HARM!!
GIVE ME YOUR COMMAND, BROTHER, AND I SHALL RID US OF THIS MONSTER FOR ALL TIME!

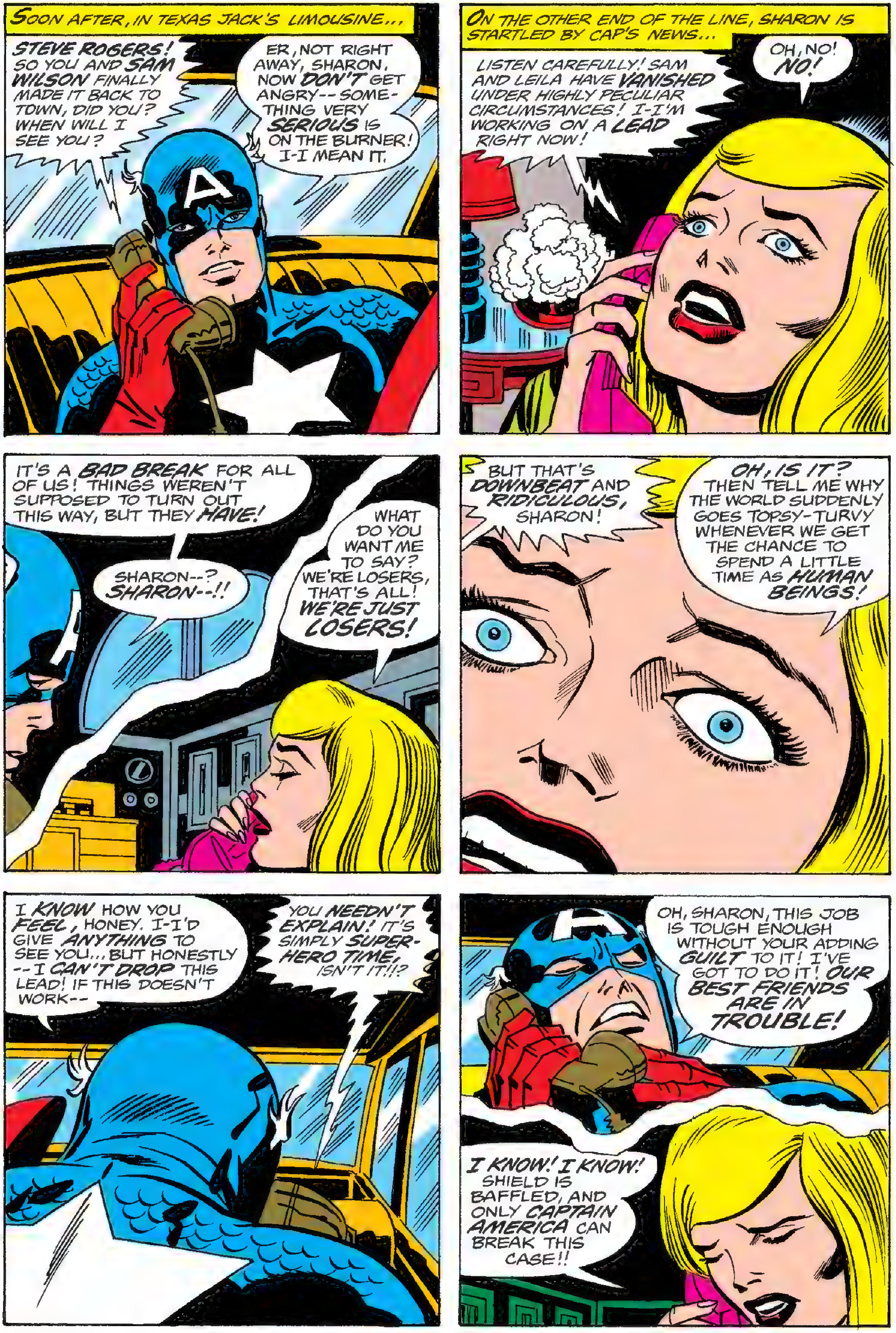

MARVELOUS! MARVELOUS! YOU'VE MADE THEM PART OF US!!
THANK YOU, BROTHER WONDERFUL. I AM EAGER TO TAKE TO THE AIR AGAINST OUR ENEMY!
WEAR THIS, BROTHER! IT WILL INCREASE YOUR SPEED!
WE ARE PROUD OF YOUR MIGHT!
THEN, WITH GREAT SKILL AND POWER, THE FALCON HURTLES INTO ACTION!!
INTO BATTLE, SUPER-HERO! KILL OR BE KILLED!! IF YOU DON'T DESTROY THE MONSTER-- HE WILL DESTROY US!
I SHALL DEFEAT HIM! HAIL TO THE NIGHT PEOPLE!
MANY EYES WATCH THE FALCON'S FLIGHT. THE NIGHT PEOPLE CRINGE FEARFULLY BEHIND THE STONE WALLS OF THEIR HOME. IT IS A PLACE THEY CANNOT LEAVE ON THE SMALL WORLD IT STANDS UPON.
THE SUPER-HERO IS ON HIS WAY!
HE MUST SUCCEED!
LISTEN! DO YOU HEAR THAT SOUND?
THE MONSTER IS COMING! HE'S BOUND TO MEET OUR SUPER-HERO!
ZERO STREET IS NOT ON EARTH!! IT RESTS, TRANSPLANTED, ON AN UNKNOWN PLANETOID, IN A STRANGE COSMOS YET UNSEEN BY MAN. AND THE ONLY LIFE NATIVE TO THIS WORLD IS A HOSTILE MENACE TO THE INVADERS!
THE MONSTER IS NEARBY-- HIS BEASTLY ROARS WILL LEAD ME TO HIM!
AAARR!!

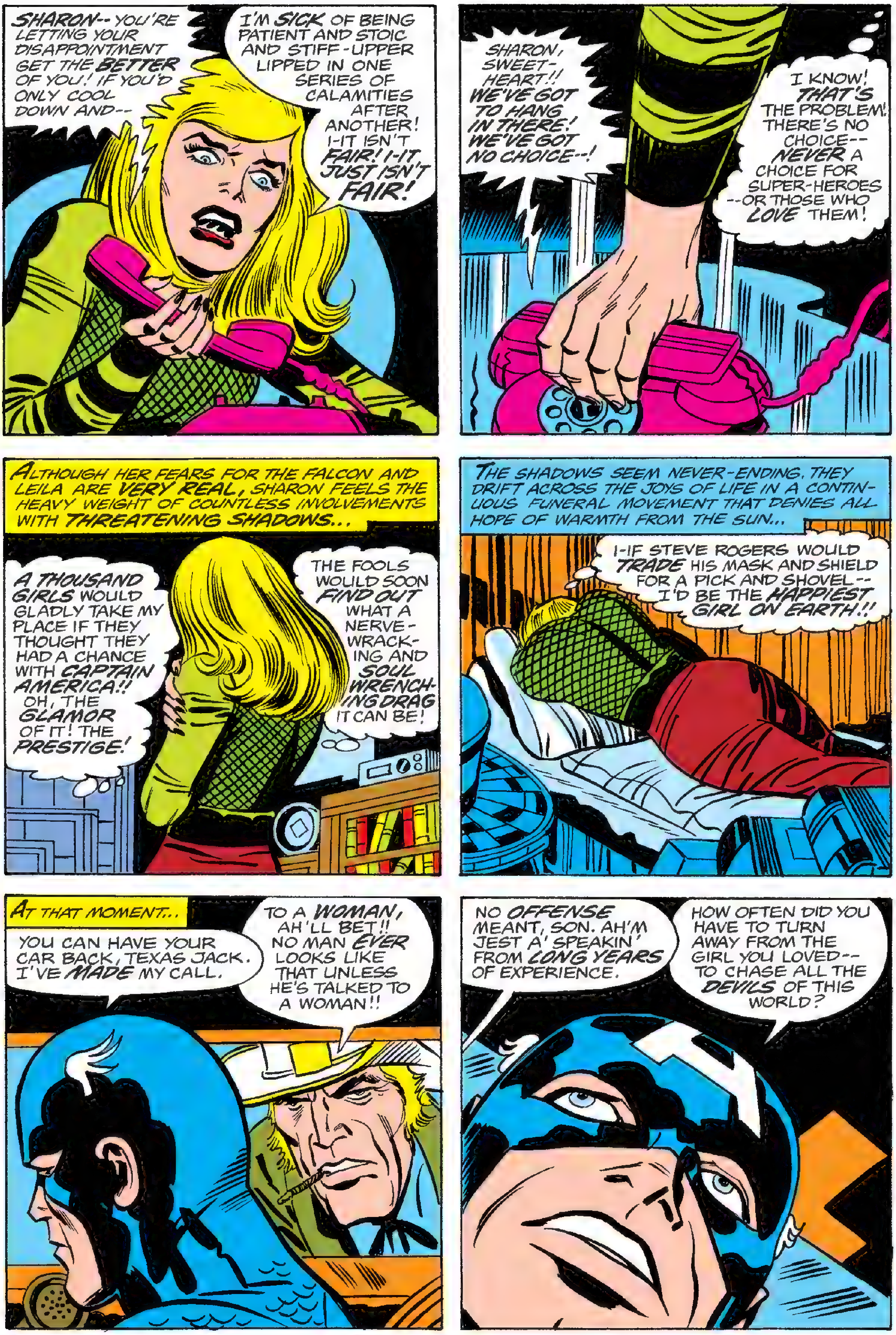

WITH A SAVAGE LUNGE, THE MONSTER BURSTS INTO VIEW! HE IS MASSIVE AND POWERFUL AND FEARSOME TO BEHOLD! HIS EYES ARE QUICK TO SPOT THE FALCON!
AARRR!
RROWR!
A HUGE COLUMN OF FLAME LEAPS FROM THE MONSTER'S MOUTH AND ALMOST BURNS THE FALCON FROM THE SKY!!
THE THING IS A LIVING FLAME-THROWER!
THE FALCON ATTACKS! HE STAGGERS HIS ENEMY WITH A MIGHTY BLOW...
POW!
IT WILL TAKE A HEAP OF FORCE TO BRING HIM DOWN! I'LL TRY AGAIN!

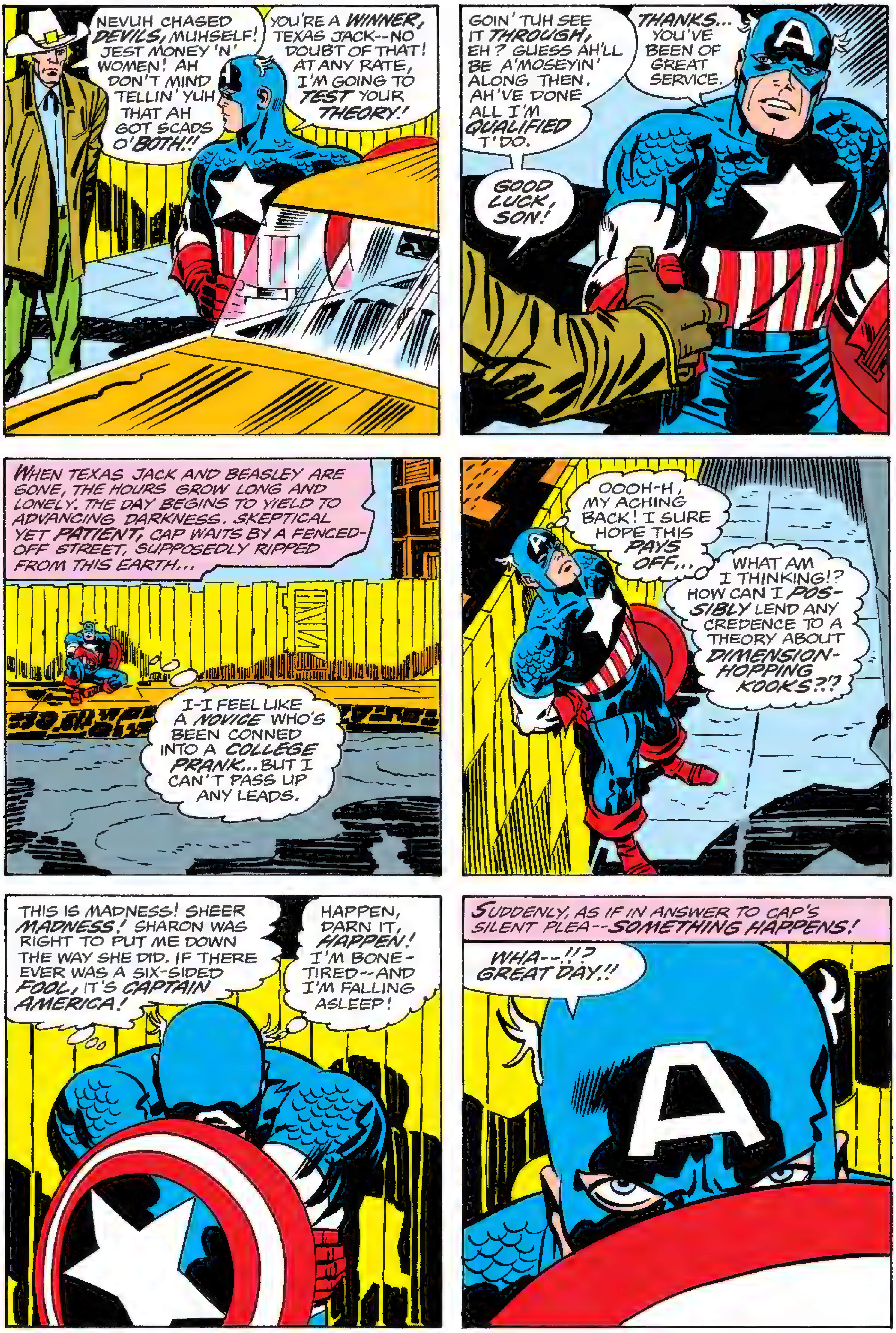

MARSHALLING HIS POWER, THE FALCON CIRCLES HIS TARGET--AND SUDDENLY SWOOPS IN FOR A KNOCK-OUT BLOW...
RARRRR!
SOMEWHERE IN THAT GRANITE HIDE THERE'S GOT TO BE A WEAK SPOT! THERE'S GOT TO--!
THEN, THE FALCON STRIKES!
KRAAKKK!!
HE MAY HAVE A GLASS JAW!
NO SUCH LUCK! I'VE ONLY MADE HIM ANGRIER!
RRAWWR!
SMASH!
INHUMAN BELLOWS AND ROARS FOLLOW THE FALCON'S FLIGHT PATH! HATRED SPURS THE MONSTER TO FRENZY!! HIS ENTIRE WILL IS BENT TO THE TASK OF DESTROYING THIS BOTHERSOME GNAT!
RRRRRR
THE MONSTER TURNS TO THE SURROUNDING BOULDERS. HIS GREAT FISTS HAMMER AND CRACK THEM TO CREATE AN ARSENAL OF STONES...
WAM!
BAM!

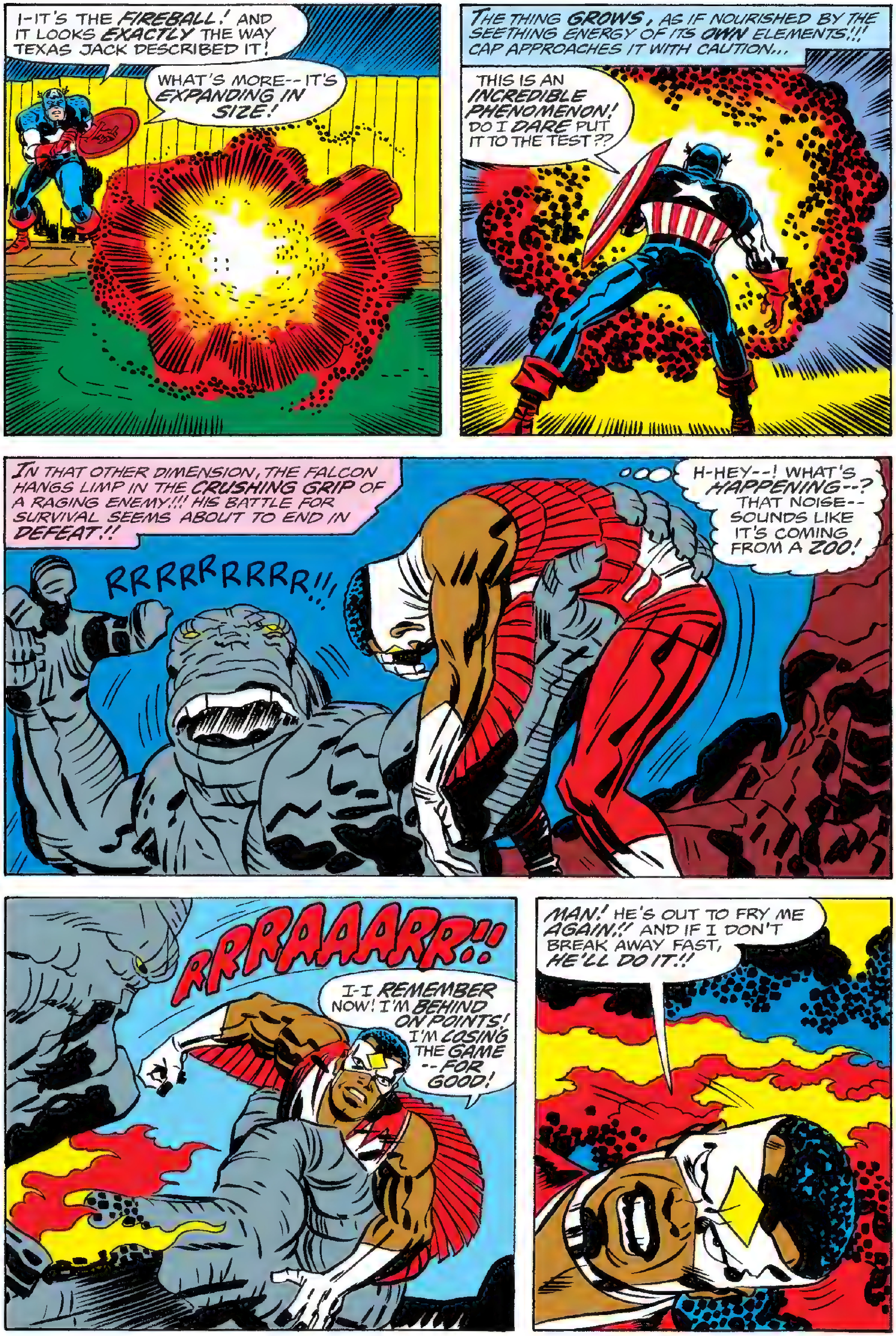

WITHIN SECONDS, A HAIL OF STONES CATCHES THE FALCON IN MID-FLIGHT!! THERE IS NO ROOM TO MANEUVER!! ESCAPE IS IMPOSSIBLE!!
I-I CAN'T MAKE IT! I-I-- CAN'T--!
SSZZWWISSSSHHH!
THE FALCON MAKES A LAST, DESPERATE ATTEMPT TO EVADE THE GRANITE STORM, BUT--!
WOMP!
STRICKEN AND NUMBED BY THE ASSAULT, THE FALCON PLUNGES FROM THE SKY INTO ONE OF THE MUDDY POOLS THAT DOT THE PLANETOID...
SPLOSH!
MOMENTS LATER, THE MONSTER'S HAND DIPS BENEATH THE FILMY WATER TO RETRIEVE HIS PREY!!
MEANWHILE, ON EARTH, CAPTAIN AMERICA WRESTLES WITH A MIND-BOGGLING CONCEPT!!
Y-YOU CAN'T ASK ME TO BELIEVE THAT!!
I'M ASKIN' YUH TO LOOK AT IT, SON!

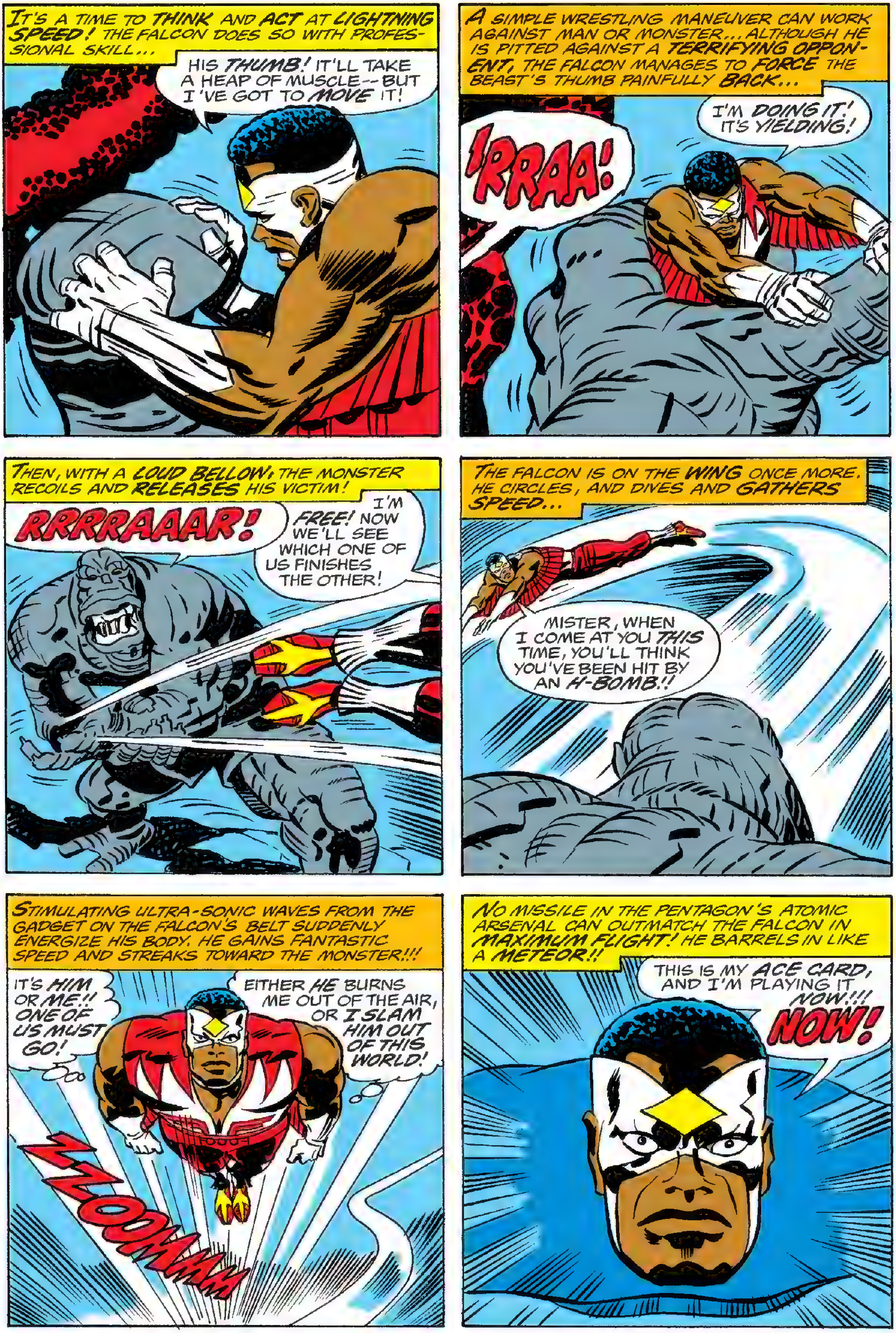

THERE *WAS* A STREET HERE, THAT'S TRUE. BUT IT WAS PROBABLY *TORN UP* AS THE CITY GREW!
THAT'S *NOT* WHAT BEAMISH SEZ!
MY COMPUTER-DATA ANALYSIS INDICATES THAT ZERO STREET WAS REMOVED IN A *SUDDEN, TRAUMATIC EXCHANGE* OF TERRESTRIAL ATOMS WITH THOSE OF AN *UNIDENTIFIABLE NATURE.*
YOU MEAN THAT ZERO STREET WAS *WHISKED OFF* SOMEWHERE--AND REPLACED BY *FOREIGN* ATOMS?
HMMPH!
TEST IT FER YERSELF, SON! THE CITY *CAIN'T DIG HERE!* T'AIN'T *NO WAY* TUH DENT THIS GROUND!
OKAY, SUPPOSE I *BUY* IT! ZERO STREET IS NOW IN SOME *OTHER DIMENSION!* HOW DOES IT *TIE IN* WITH THE FALCON'S DISAPPEARANCE?
CUZ THAT'S WAR HE *IS*, BOY --IN THAT *OTHER PLACE*-- WITH THOSE *NIGHT PEOPLE!*
--IN THE *ASYLUM* WHICH STOOD HERE WHEN THE ATOM DISPLACEMENT OCCURRED.
THEN THE NIGHT PEOPLE ARE *INMATES* OF THIS DIMENSION-TRAVELLING ASYLUM! BUT HOW COULD *THEY* KNOW ABOUT--?
NOT THEY-- *HIM!!* THEIR MOST FAMOUS INMATE, *DOCTOR ABNER DOOLITTLE!* --A NUCLEAR PHYSICIST!
THAT'S TH' CASE HIST'RY, CAP! THAT PORE FELLER HAD A BREAKDOWN AN' WUZ CONFINED, BUT HE WUZ GIVEN *GADGETS* T'PLAY WITH. D'YUH *SEE?*
IN THAT ASYLUM, DOOLITTLE *PERFECTED THIS DIMENSION TRAVEL!!*
WOW--!
THIS IS GOING TO BE A *LONG NIGHT,* SIR. IF YOU'LL EXCUSE ME, I MUST MAKE A *PHONE CALL*--
YORE MIGHTY WELCOME T'USE MUH *CAR PHONE.* TEXAS JACK'S ALWAYS ONE T'OBLIGE A FRIEND.

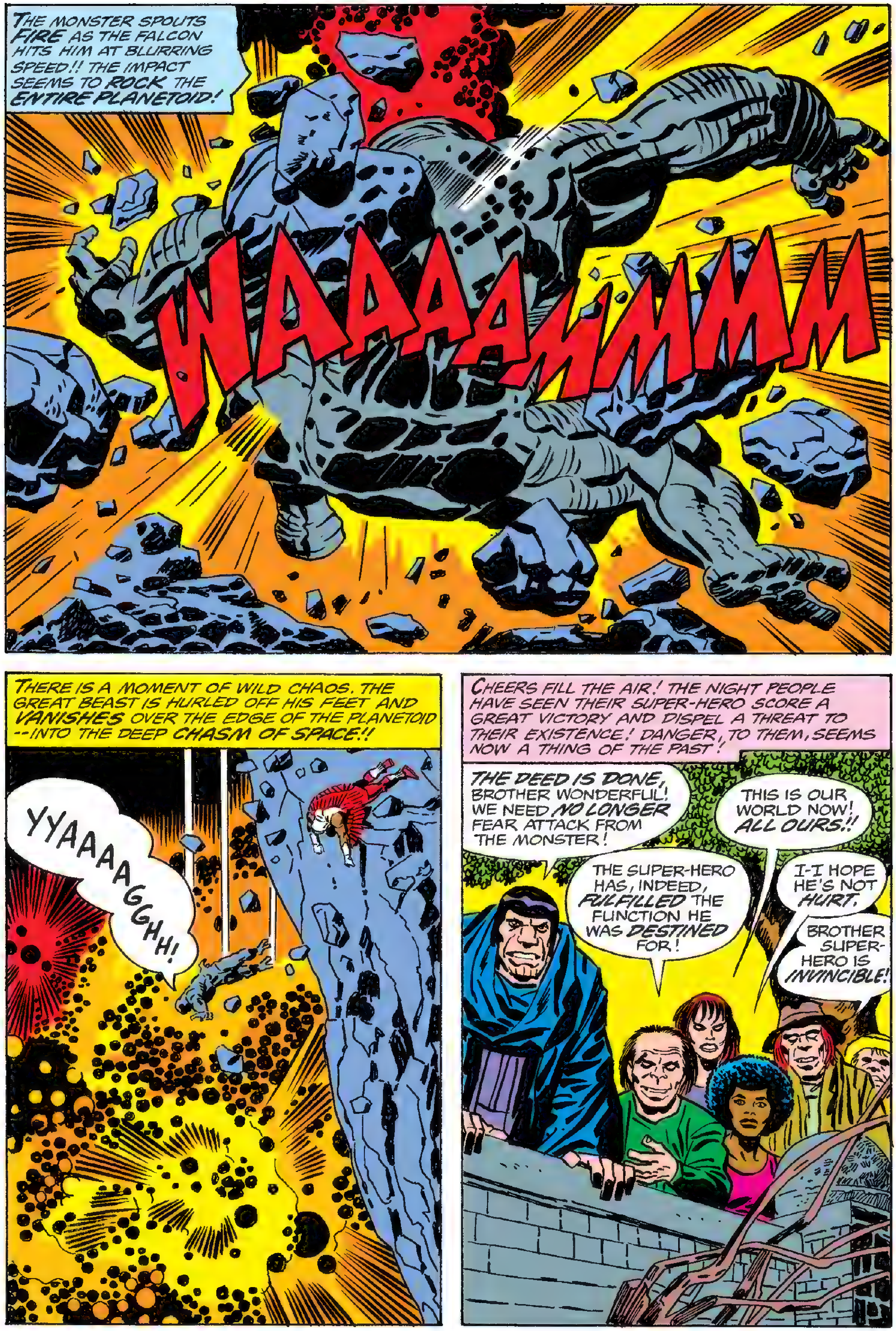

SOON AFTER, IN TEXAS JACK'S LIMOUSINE...
STEVE ROGERS! SO YOU AND SAM WILSON FINALLY MADE IT BACK TO TOWN, DID YOU? WHEN WILL I SEE YOU?
ER, NOT RIGHT AWAY, SHARON. NOW DON'T GET ANGRY--SOMETHING VERY SERIOUS IS ON THE BURNER! I-I MEAN IT.
ON THE OTHER END OF THE LINE, SHARON IS STARTLED BY CAP'S NEWS...
LISTEN CAREFULLY! SAM AND LEILA HAVE VANISHED UNDER HIGHLY PECULIAR CIRCUMSTANCES! I-I'M WORKING ON A LEAD RIGHT NOW!
OH, NO! NO!
IT'S A BAD BREAK FOR ALL OF US! THINGS WEREN'T SUPPOSED TO TURN OUT THIS WAY, BUT THEY HAVE!
WHAT DO YOU WANT ME TO SAY? WE'RE LOSERS, THAT'S ALL! WE'RE JUST LOSERS!
SHARON--? SHARON--!!
BUT THAT'S DOWNBEAT AND RIDICULOUS, SHARON!
OH, IS IT? THEN TELL ME WHY THE WORLD SUDDENLY GOES TOPSY-TURVY WHENEVER WE GET THE CHANCE TO SPEND A LITTLE TIME AS HUMAN BEINGS!
I KNOW HOW YOU FEEL, HONEY. I-I'D GIVE ANYTHING TO SEE YOU... BUT HONESTLY --I CAN'T DROP THIS LEAD! IF THIS DOESN'T WORK--
YOU NEEDN'T EXPLAIN! IT'S SIMPLY SUPER-HERO TIME, ISN'T IT!!?
OH, SHARON, THIS JOB IS TOUGH ENOUGH WITHOUT YOUR ADDING GUILT TO IT! I'VE GOT TO DO IT! OUR BEST FRIENDS ARE IN TROUBLE!
I KNOW! I KNOW! SHIELD IS BAFFLED, AND ONLY CAPTAIN AMERICA CAN BREAK THIS CASE!!

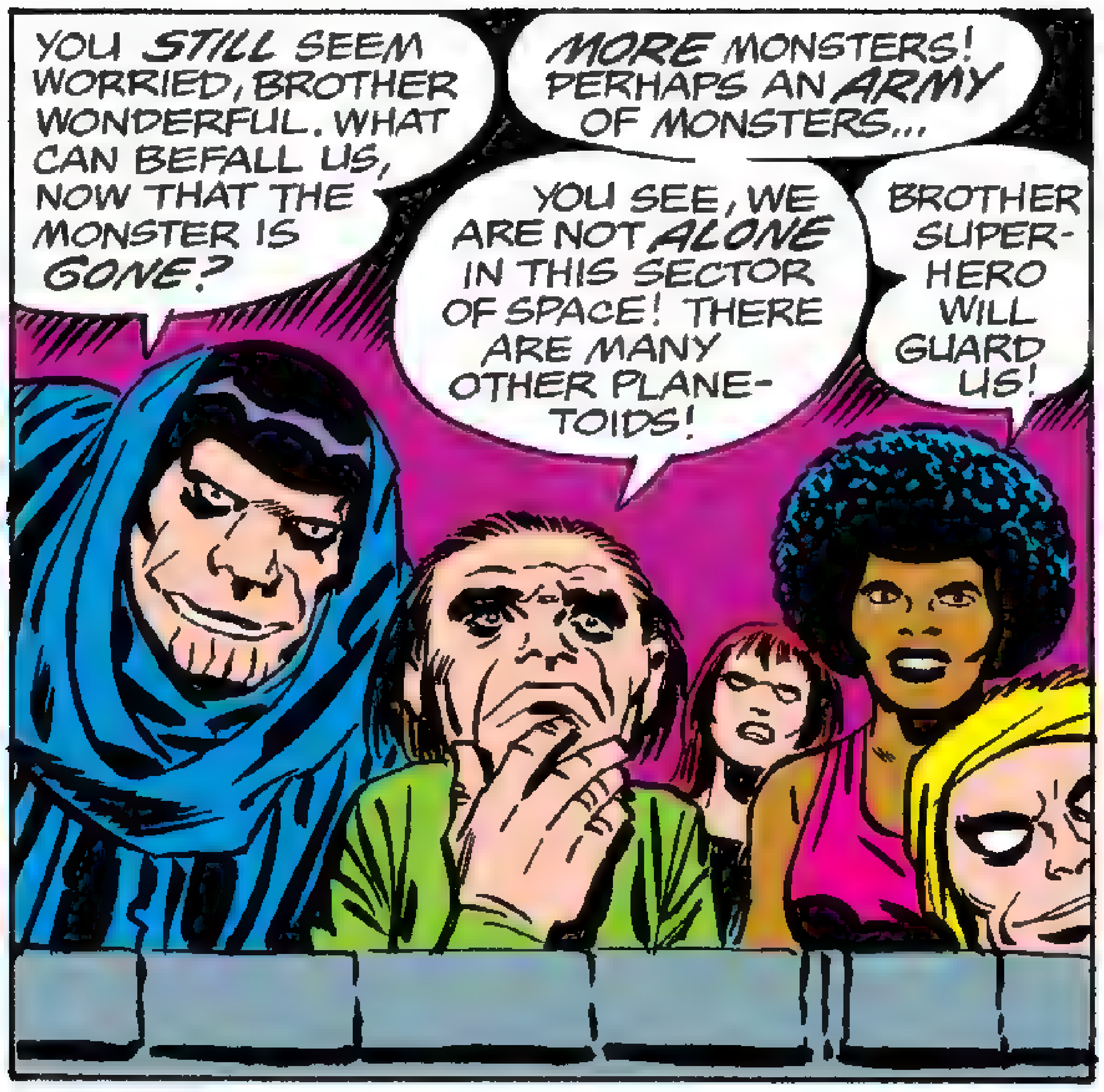

SHARON-- YOU'RE LETTING YOUR DISAPPOINTMENT GET THE BETTER OF YOU! IF YOU'D ONLY COOL DOWN AND--
I'M SICK OF BEING PATIENT AND STOIC AND STIFF-UPPER LIPPED IN ONE SERIES OF CALAMITIES AFTER ANOTHER! I-IT ISN'T FAIR! I-IT JUST ISN'T FAIR!
SHARON, SWEETHEART!! WE'VE GOT TO HANG IN THERE! WE'VE GOT NO CHOICE--!
I KNOW! THAT'S THE PROBLEM! THERE'S NO CHOICE-- NEVER A CHOICE FOR SUPER-HEROES --OR THOSE WHO LOVE THEM!
ALTHOUGH HER FEARS FOR THE FALCON AND LEILA ARE VERY REAL, SHARON FEELS THE HEAVY WEIGHT OF COUNTLESS INVOLVEMENTS WITH THREATENING SHADOWS...
A THOUSAND GIRLS WOULD GLADLY TAKE MY PLACE IF THEY THOUGHT THEY HAD A CHANCE WITH CAPTAIN AMERICA!! OH, THE GLAMOR OF IT! THE PRESTIGE!
THE FOOLS WOULD SOON FIND OUT WHAT A NERVE-WRACKING AND SOUL WRENCHING DRAG IT CAN BE!
THE SHADOWS SEEM NEVER-ENDING. THEY DRIFT ACROSS THE JOYS OF LIFE IN A CONTINUOUS FUNERAL MOVEMENT THAT DENIES ALL HOPE OF WARMTH FROM THE SUN...
I-IF STEVE ROGERS WOULD TRADE HIS MASK AND SHIELD FOR A PICK AND SHOVEL-- I'D BE THE HAPPIEST GIRL ON EARTH!!
AT THAT MOMENT...
YOU CAN HAVE YOUR CAR BACK, TEXAS JACK. I'VE MADE MY CALL.
TO A WOMAN, AH'LL BET!! NO MAN EVER LOOKS LIKE THAT UNLESS HE'S TALKED TO A WOMAN!!
NO OFFENSE MEANT, SON. AH'M JEST A' SPEAKIN' FROM LONG YEARS OF EXPERIENCE.
HOW OFTEN DID YOU HAVE TO TURN AWAY FROM THE GIRL YOU LOVED-- TO CHASE ALL THE DEVILS OF THIS WORLD?

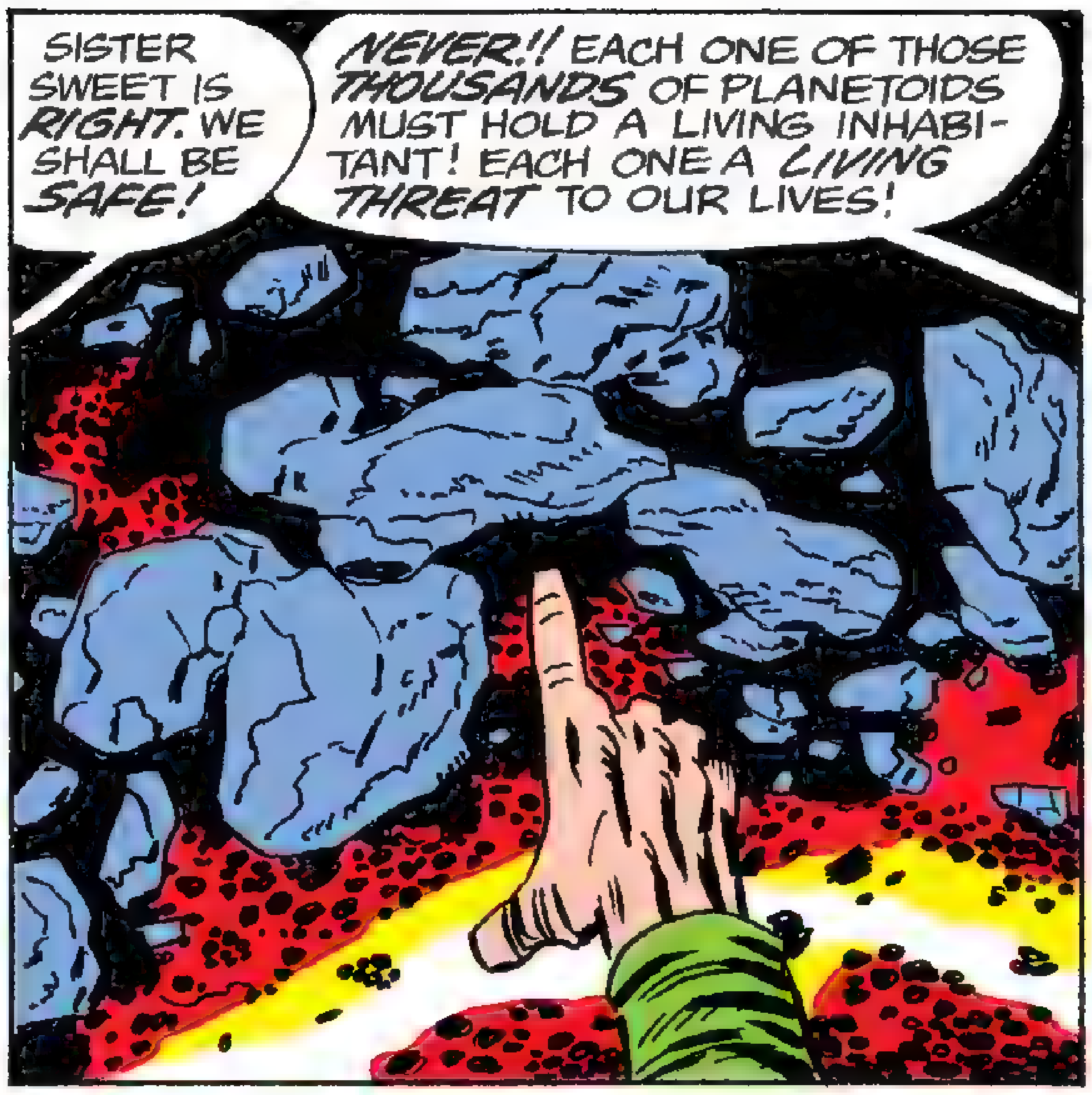

NEVUH CHASED *DEVILS*, MUHSELF! JEST MONEY 'N' WOMEN! AH DON'T MIND TELLIN' YUH THAT AH GOT SCADS O' *BOTH!!*
YOU'RE A *WINNER*, TEXAS JACK--NO DOUBT OF THAT! AT ANY RATE, I'M GOING TO *TEST* YOUR *THEORY!*
GOIN' TUH SEE IT *THROUGH*, EH? GUESS AH'LL BE A'MOSEYIN' ALONG THEN. AH'VE DONE ALL I'M *QUALIFIED* T'DO.
THANKS... YOU'VE BEEN OF GREAT SERVICE.
GOOD LUCK, SON!
WHEN TEXAS JACK AND BEASLEY ARE GONE, THE HOURS GROW LONG AND LONELY. THE DAY BEGINS TO YIELD TO ADVANCING DARKNESS. SKEPTICAL YET PATIENT, CAP WAITS BY A FENCED-OFF STREET, SUPPOSEDLY RIPPED FROM THIS EARTH...
I-I FEEL LIKE A *NOVICE* WHO'S BEEN CONNED INTO A *COLLEGE PRANK*...BUT I CAN'T PASS UP ANY LEADS.
OOOH-H, MY ACHING BACK! I SURE HOPE THIS *PAYS OFF...*
WHAT AM I THINKING!? HOW CAN I *POSSIBLY* LEND ANY CREDENCE TO A THEORY ABOUT *DIMENSION-HOPPING KOOKS?!?*
THIS IS MADNESS! SHEER *MADNESS!* SHARON WAS RIGHT TO PUT ME DOWN THE WAY SHE DID. IF THERE EVER WAS A SIX-SIDED *FOOL*, IT'S *CAPTAIN AMERICA!*
HAPPEN, DARN IT, *HAPPEN!* I'M BONE-TIRED--AND I'M FALLING ASLEEP!
SUDDENLY, AS IF IN ANSWER TO CAP'S SILENT PLEA--SOMETHING HAPPENS!
WHA--!!? GREAT DAY!!

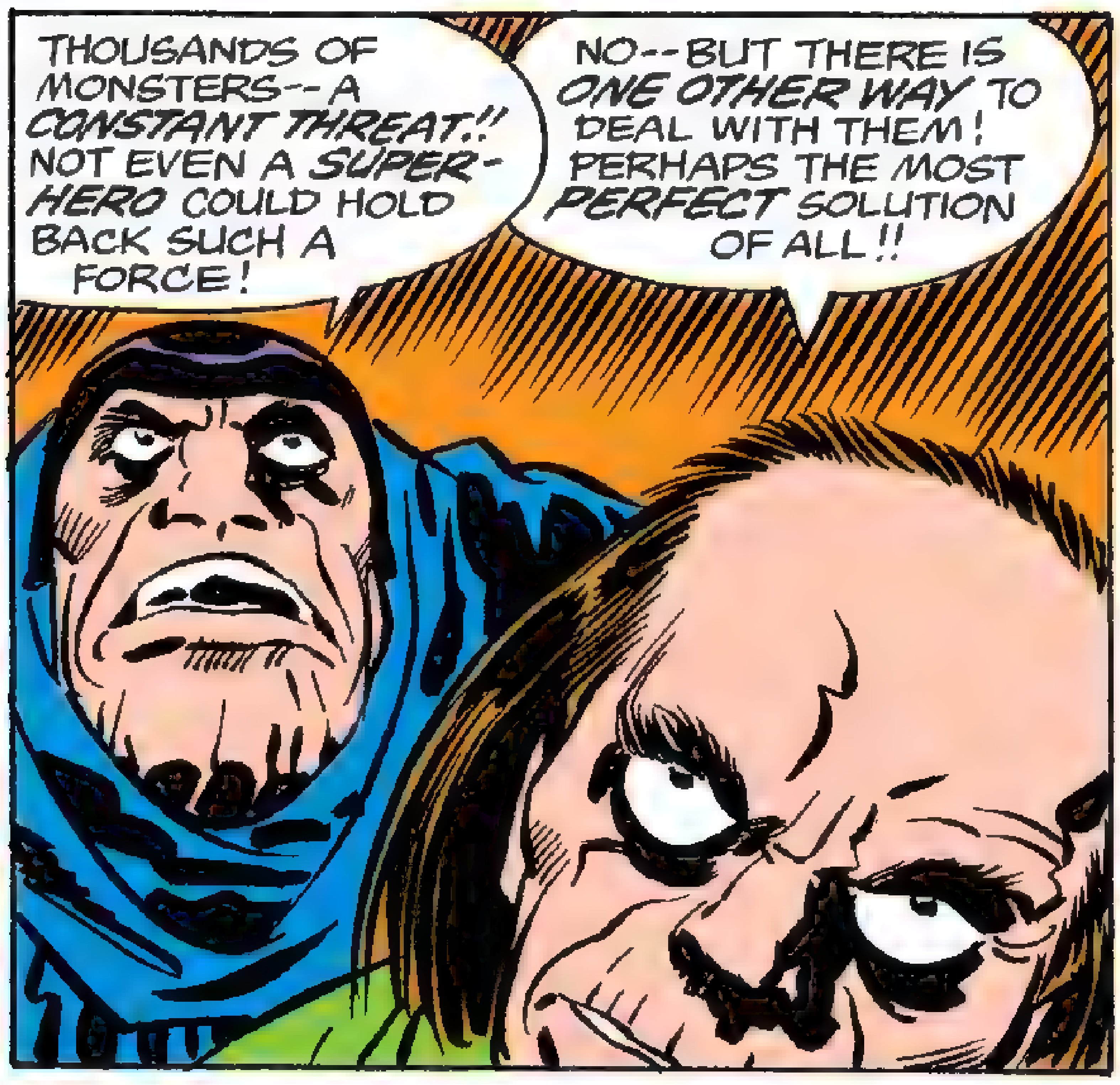

I-IT'S THE FIREBALL! AND IT LOOKS EXACTLY THE WAY TEXAS JACK DESCRIBED IT!
WHAT'S MORE-- IT'S EXPANDING IN SIZE!
THE THING GROWS, AS IF NOURISHED BY THE SEETHING ENERGY OF ITS OWN ELEMENTS!!! CAP APPROACHES IT WITH CAUTION...
THIS IS AN INCREDIBLE PHENOMENON! DO I DARE PUT IT TO THE TEST??
IN THAT OTHER DIMENSION, THE FALCON HANGS LIMP IN THE CRUSHING GRIP OF A RAGING ENEMY!!! HIS BATTLE FOR SURVIVAL SEEMS ABOUT TO END IN DEFEAT!!
RRRRRRRRR!!!
H-HEY--! WHAT'S HAPPENING--? THAT NOISE-- SOUNDS LIKE IT'S COMING FROM A ZOO!
RRRAAAARR!!
I-I REMEMBER NOW! I'M BEHIND ON POINTS! I'M LOSING THE GAME --FOR GOOD!
MAN! HE'S OUT TO FRY ME AGAIN!! AND IF I DON'T BREAK AWAY FAST, HE'LL DO IT!!

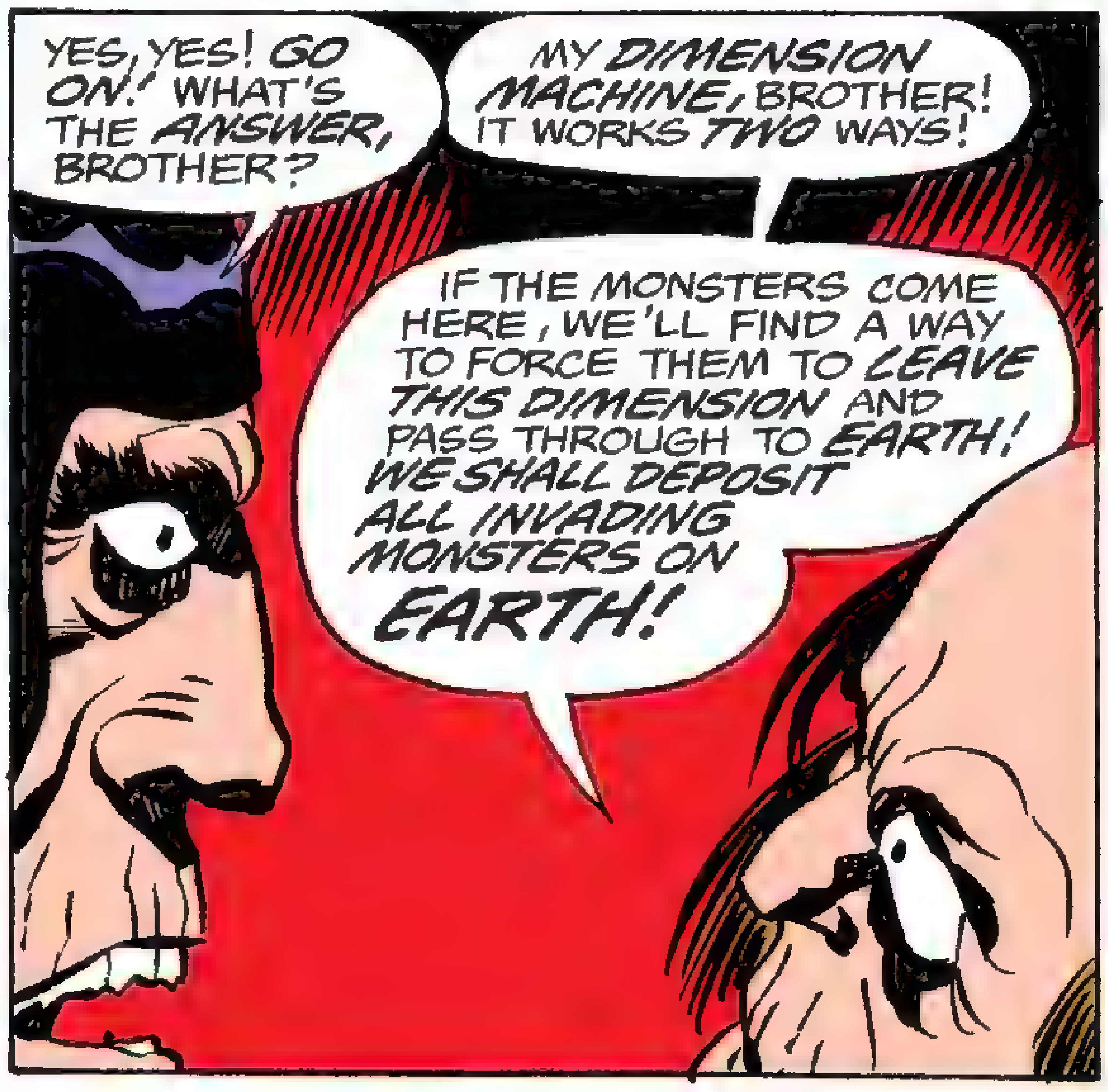

IT'S A TIME TO THINK AND ACT AT LIGHTNING SPEED! THE FALCON DOES SO WITH PROFESSIONAL SKILL...
HIS THUMB! IT'LL TAKE A HEAP OF MUSCLE--BUT I'VE GOT TO MOVE IT!
A SIMPLE WRESTLING MANEUVER CAN WORK AGAINST MAN OR MONSTER... ALTHOUGH HE IS PITTED AGAINST A TERRIFYING OPPONENT, THE FALCON MANAGES TO FORCE THE BEAST'S THUMB PAINFULLY BACK...
'RRAA!
I'M DOING IT! IT'S YIELDING!
THEN, WITH A LOUD BELLOW, THE MONSTER RECOILS AND RELEASES HIS VICTIM!
RRRRAAAR!
I'M FREE! NOW WE'LL SEE WHICH ONE OF US FINISHES THE OTHER!
THE FALCON IS ON THE WING ONCE MORE. HE CIRCLES, AND DIVES AND GATHERS SPEED...
MISTER, WHEN I COME AT YOU THIS TIME, YOU'LL THINK YOU'VE BEEN HIT BY AN H-BOMB!!
STIMULATING ULTRA-SONIC WAVES FROM THE GADGET ON THE FALCON'S BELT SUDDENLY ENERGIZE HIS BODY. HE GAINS FANTASTIC SPEED AND STREAKS TOWARD THE MONSTER!!!
IT'S HIM OR ME!! ONE OF US MUST GO!
EITHER HE BURNS ME OUT OF THE AIR, OR I SLAM HIM OUT OF THIS WORLD!
ZZOOMMM
NO MISSILE IN THE PENTAGON'S ATOMIC ARSENAL CAN OUTMATCH THE FALCON IN MAXIMUM FLIGHT! HE BARRELS IN LIKE A METEOR!!
THIS IS MY ACE CARD, AND I'M PLAYING IT NOW!!!
NOW!

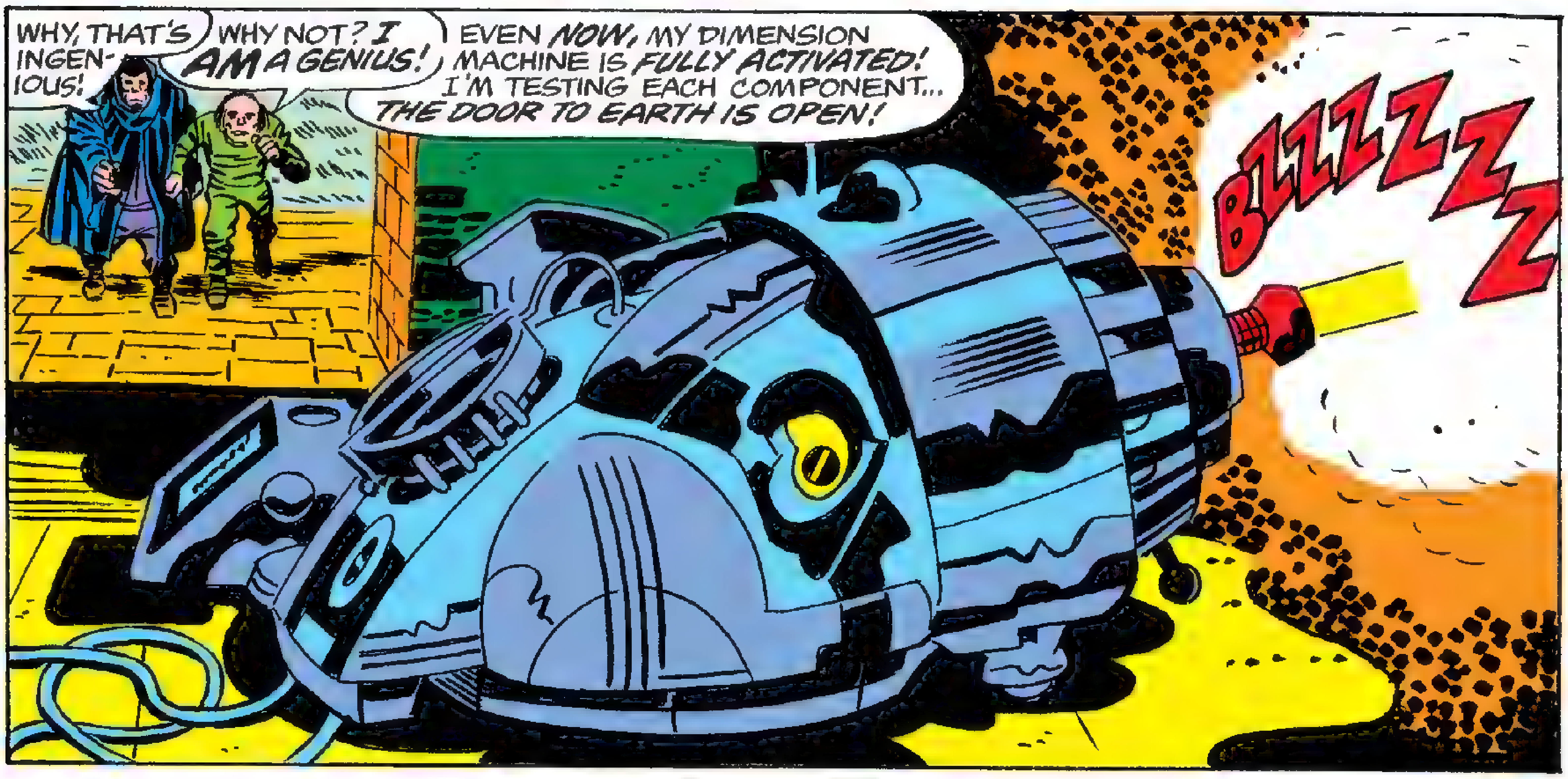

THE MONSTER SPOUTS FIRE AS THE FALCON HITS HIM AT BLURRING SPEED!! THE IMPACT SEEMS TO ROCK THE ENTIRE PLANETOID!
WAAAAMMMM
THERE IS A MOMENT OF WILD CHAOS. THE GREAT BEAST IS HURLED OFF HIS FEET AND VANISHES OVER THE EDGE OF THE PLANETOID --INTO THE DEEP CHASM OF SPACE!!
YYAAAAAGGHH!
CHEERS FILL THE AIR! THE NIGHT PEOPLE HAVE SEEN THEIR SUPER-HERO SCORE A GREAT VICTORY AND DISPEL A THREAT TO THEIR EXISTENCE! DANGER, TO THEM, SEEMS NOW A THING OF THE PAST!
THE DEED IS DONE, BROTHER WONDERFUL! WE NEED NO LONGER FEAR ATTACK FROM THE MONSTER!
THIS IS OUR WORLD NOW! ALL OURS!!
THE SUPER-HERO HAS, INDEED, FULFILLED THE FUNCTION HE WAS DESTINED FOR!
I-I HOPE HE'S NOT HURT.
BROTHER SUPER-HERO IS INVINCIBLE!

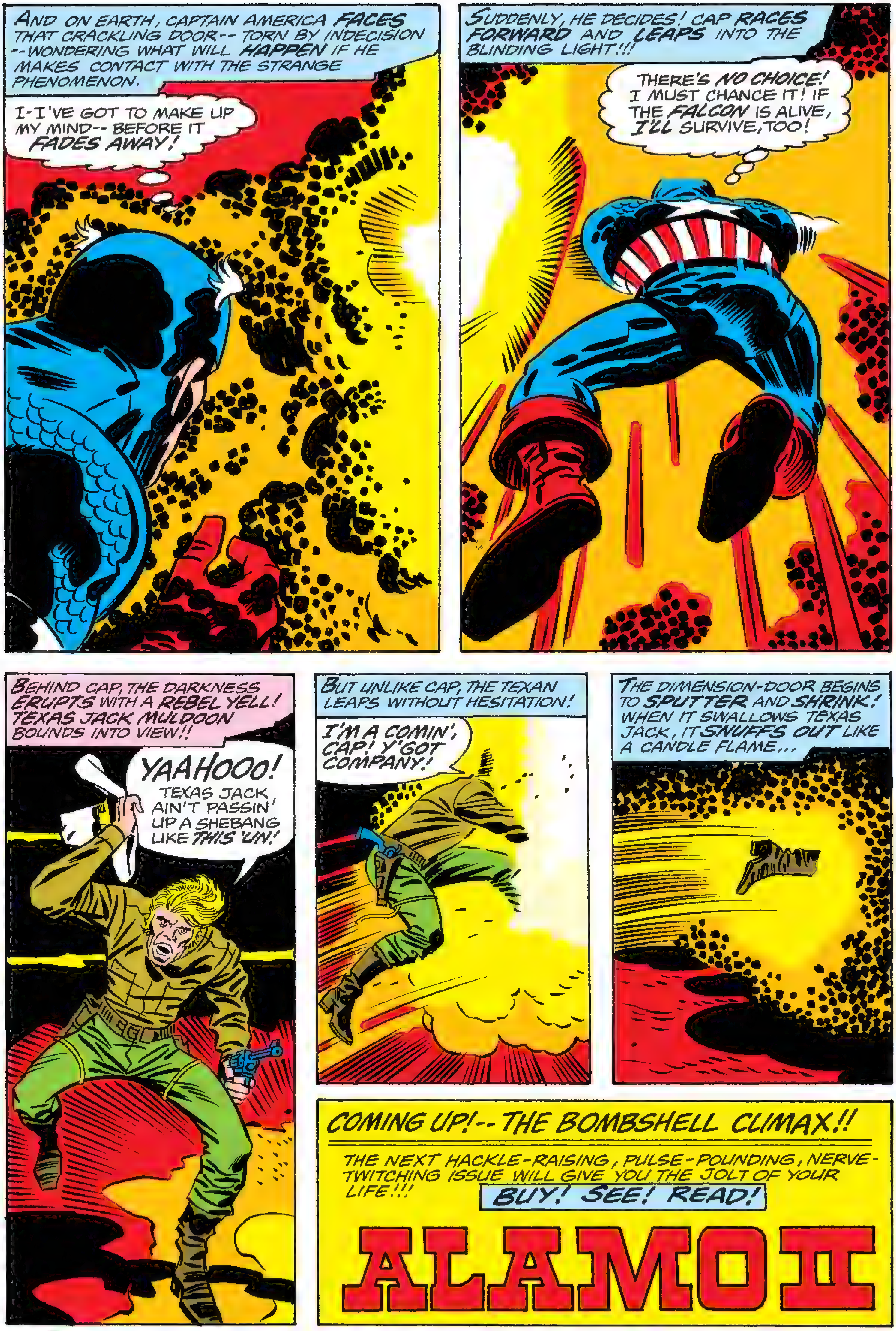

YOU STILL SEEM WORRIED, BROTHER WONDERFUL. WHAT CAN BEFALL US, NOW THAT THE MONSTER IS GONE?
MORE MONSTERS! PERHAPS AN ARMY OF MONSTERS...
YOU SEE, WE ARE NOT ALONE IN THIS SECTOR OF SPACE! THERE ARE MANY OTHER PLANETOIDS!
BROTHER SUPER-HERO WILL GUARD US!

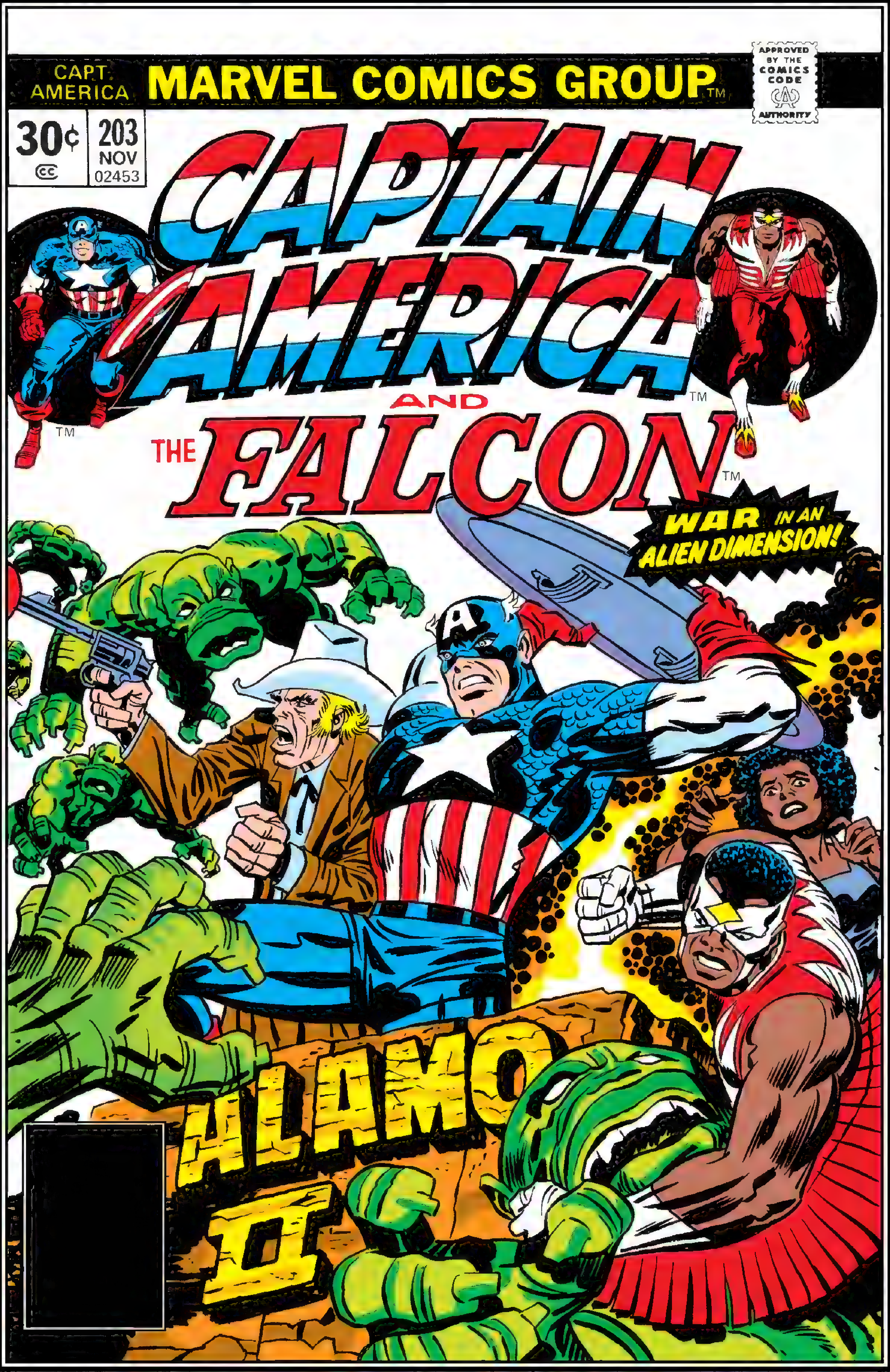

SISTER SWEET IS RIGHT. WE SHALL BE SAFE!
NEVER!! EACH ONE OF THOSE THOUSANDS OF PLANETOIDS MUST HOLD A LIVING INHABITANT! EACH ONE A LIVING THREAT TO OUR LIVES!


THOUSANDS OF MONSTERS-- A CONSTANT THREAT!! NOT EVEN A SUPER-HERO COULD HOLD BACK SUCH A FORCE!
NO-- BUT THERE IS ONE OTHER WAY TO DEAL WITH THEM! PERHAPS THE MOST PERFECT SOLUTION OF ALL!!


YES, YES! GO ON! WHAT'S THE ANSWER, BROTHER?
MY DIMENSION MACHINE, BROTHER! IT WORKS TWO WAYS!
IF THE MONSTERS COME HERE, WE'LL FIND A WAY TO FORCE THEM TO LEAVE THIS DIMENSION AND PASS THROUGH TO EARTH! WE SHALL DEPOSIT ALL INVADING MONSTERS ON EARTH!


WHY, THAT'S INGENIOUS!
WHY NOT? I AM A GENIUS!
EVEN NOW, MY DIMENSION MACHINE IS FULLY ACTIVATED! I'M TESTING EACH COMPONENT... THE DOOR TO EARTH IS OPEN!
BZZZZZZ


AND ON EARTH, CAPTAIN AMERICA FACES THAT CRACKLING DOOR-- TORN BY INDECISION --WONDERING WHAT WILL HAPPEN IF HE MAKES CONTACT WITH THE STRANGE PHENOMENON.
I-I'VE GOT TO MAKE UP MY MIND-- BEFORE IT FADES AWAY!
SUDDENLY, HE DECIDES! CAP RACES FORWARD AND LEAPS INTO THE BLINDING LIGHT!!!
THERE'S NO CHOICE! I MUST CHANCE IT! IF THE FALCON IS ALIVE, I'LL SURVIVE, TOO!
BEHIND CAP, THE DARKNESS ERUPTS WITH A REBEL YELL! TEXAS JACK MULDOON BOUNDS INTO VIEW!!
YAAHOOO! TEXAS JACK AIN'T PASSIN' UP A SHEBANG LIKE THIS 'UN!
BUT UNLIKE CAP, THE TEXAN LEAPS WITHOUT HESITATION!
I'M A COMIN', CAP! Y'GOT COMPANY!
THE DIMENSION-DOOR BEGINS TO SPUTTER AND SHRINK! WHEN IT SWALLOWS TEXAS JACK, IT SNUFFS OUT LIKE A CANDLE FLAME...
COMING UP!--THE BOMBSHELL CLIMAX!!
THE NEXT HACKLE-RAISING, PULSE-POUNDING, NERVE-TWITCHING ISSUE WILL GIVE YOU THE JOLT OF YOUR LIFE!!!
BUY! SEE! READ!
ALAMO II

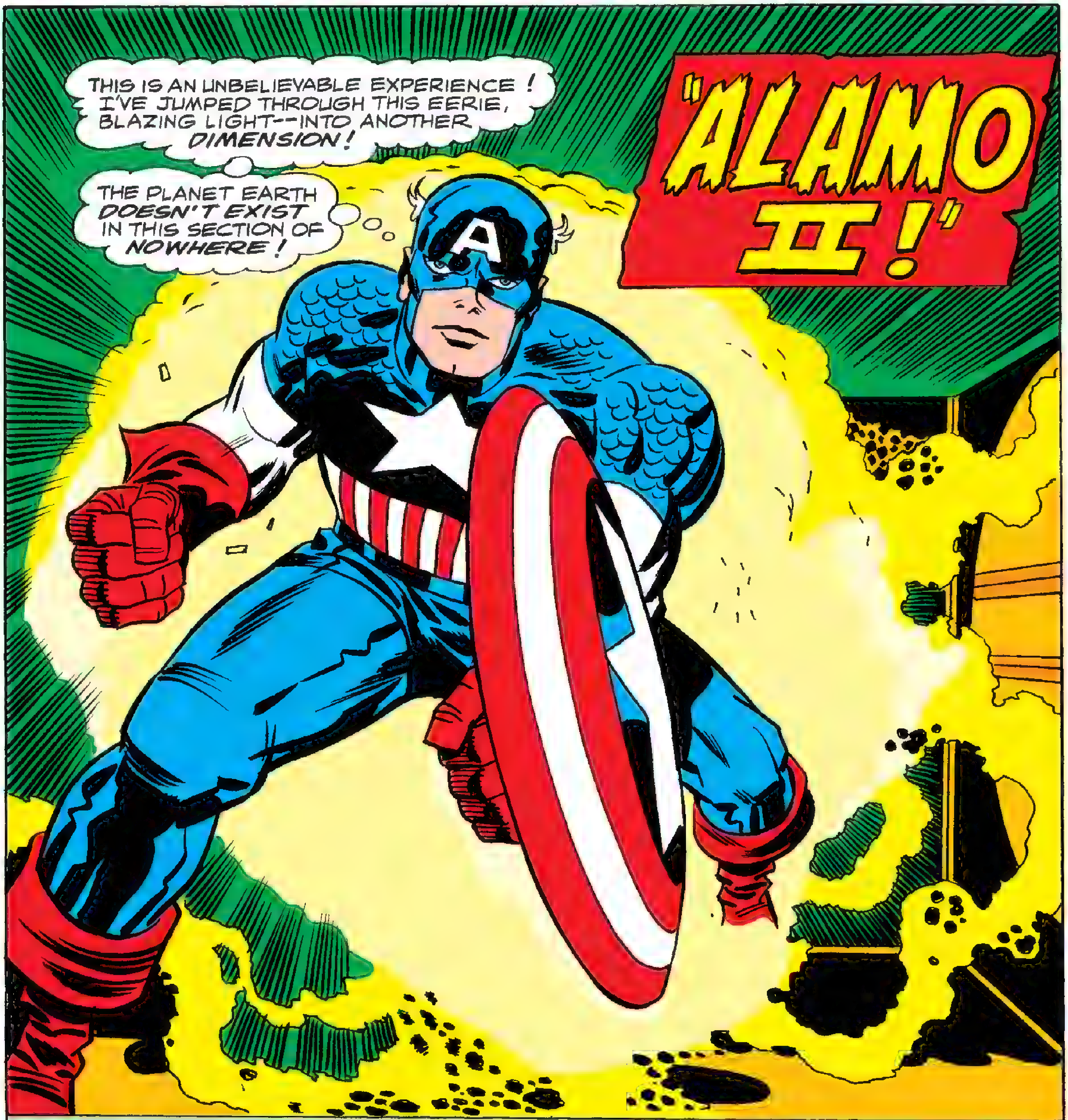

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
CC
203
NOV
02453
CAPTAIN AMERICA™
AND
THE FALCON™
™
WAR IN AN ALIEN DIMENSION!
ALAMO II

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

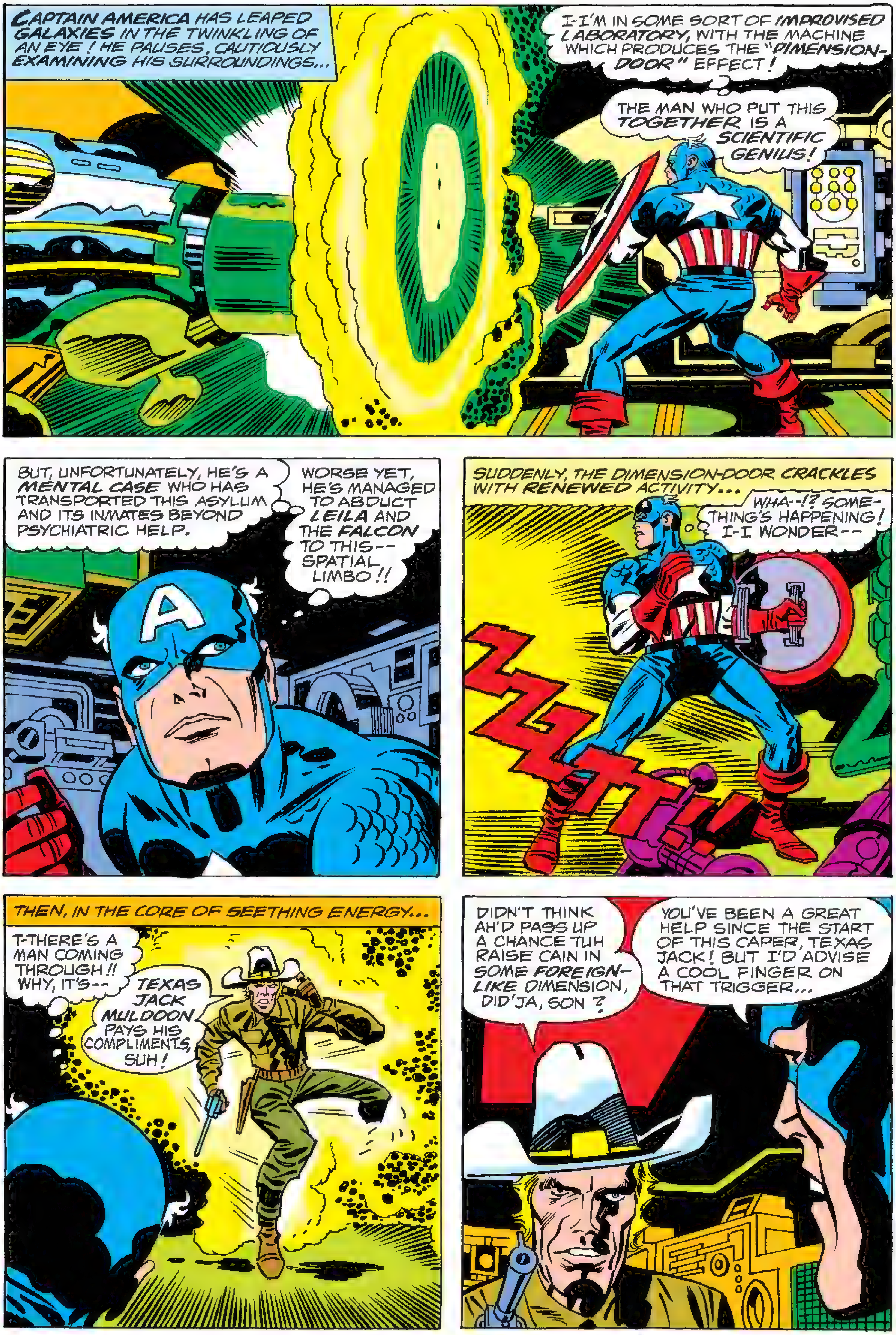
Stan Lee PRESENTS: **CAPTAIN AMERICA AND THE FALCON™**

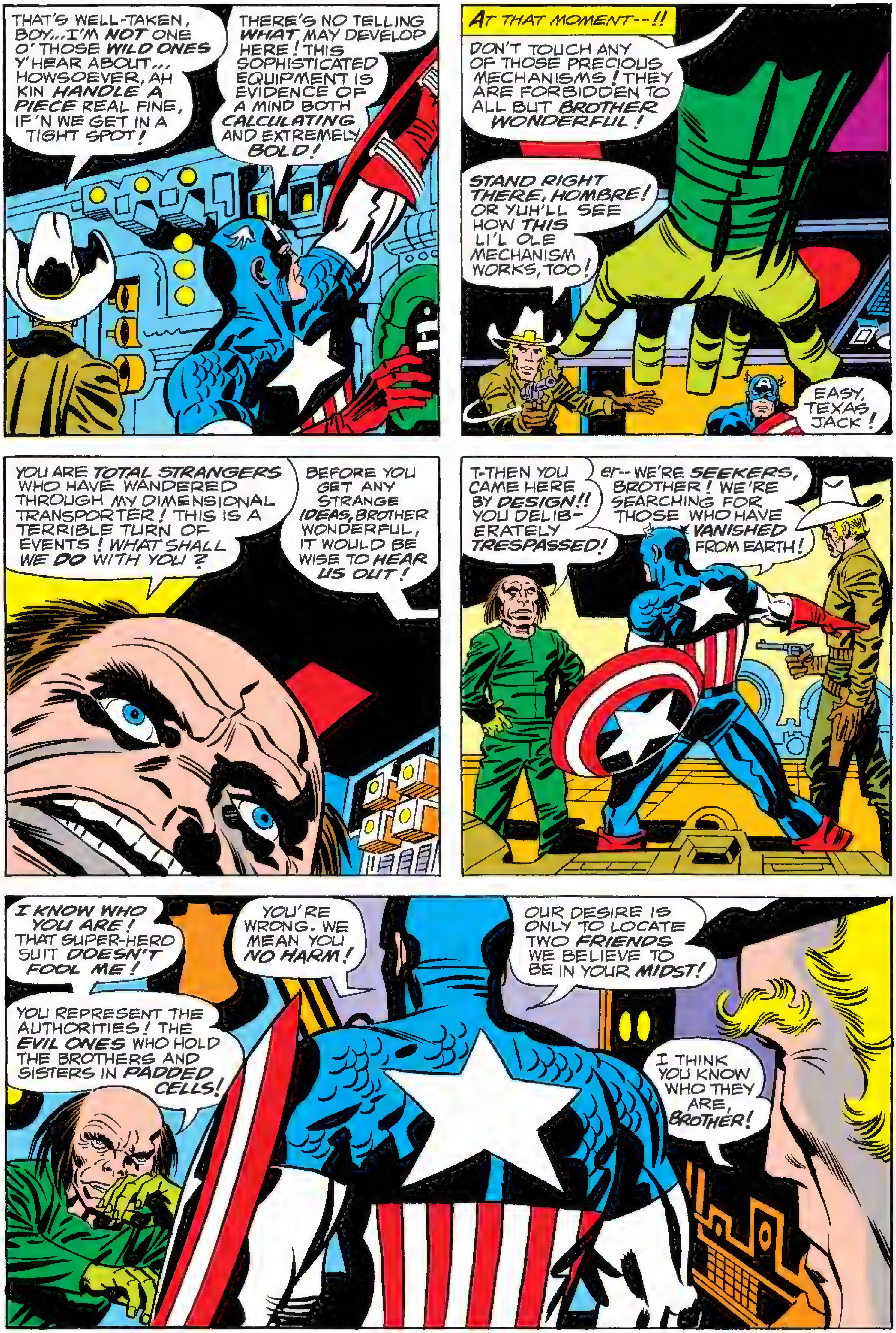
GET THIS!! SUPPOSE THE **INMATES** OF AN **ASYLUM** TOOK COMMAND OF THE PLACE! SUPPOSE ONE OF THOSE INMATES WAS A SCIENTIST NOTED FOR HIS RADICAL THEORIES--AND ONE OF THOSE THEORIES **WORKED!** THE RESULT--A DIMENSIONAL DOOR WHICH SWALLOWED THE ASYLUM, ITS INMATES, A SUPER-HERO'S CHICK--AND...

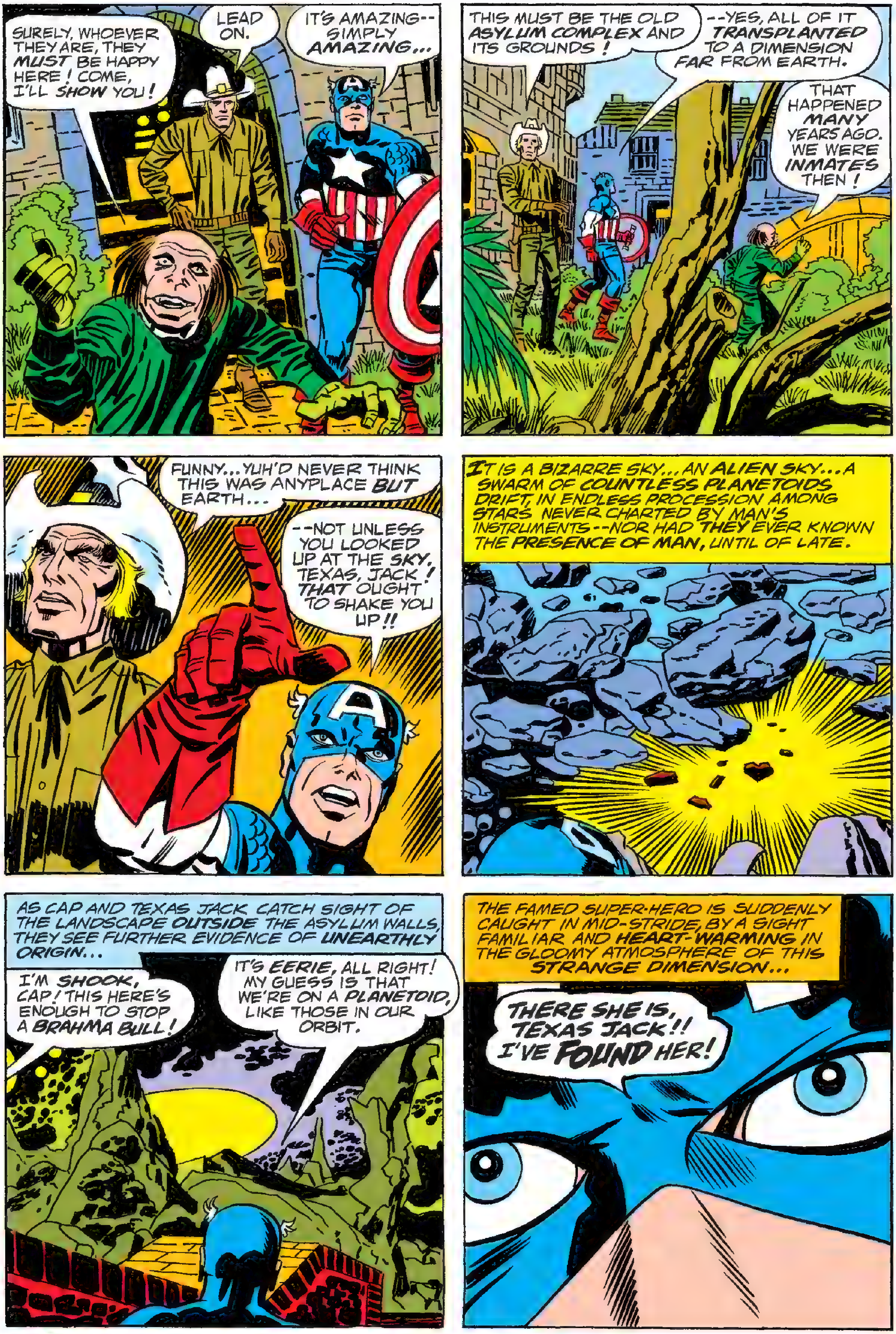
CAPTAIN AMERICA AND THE FALCON!

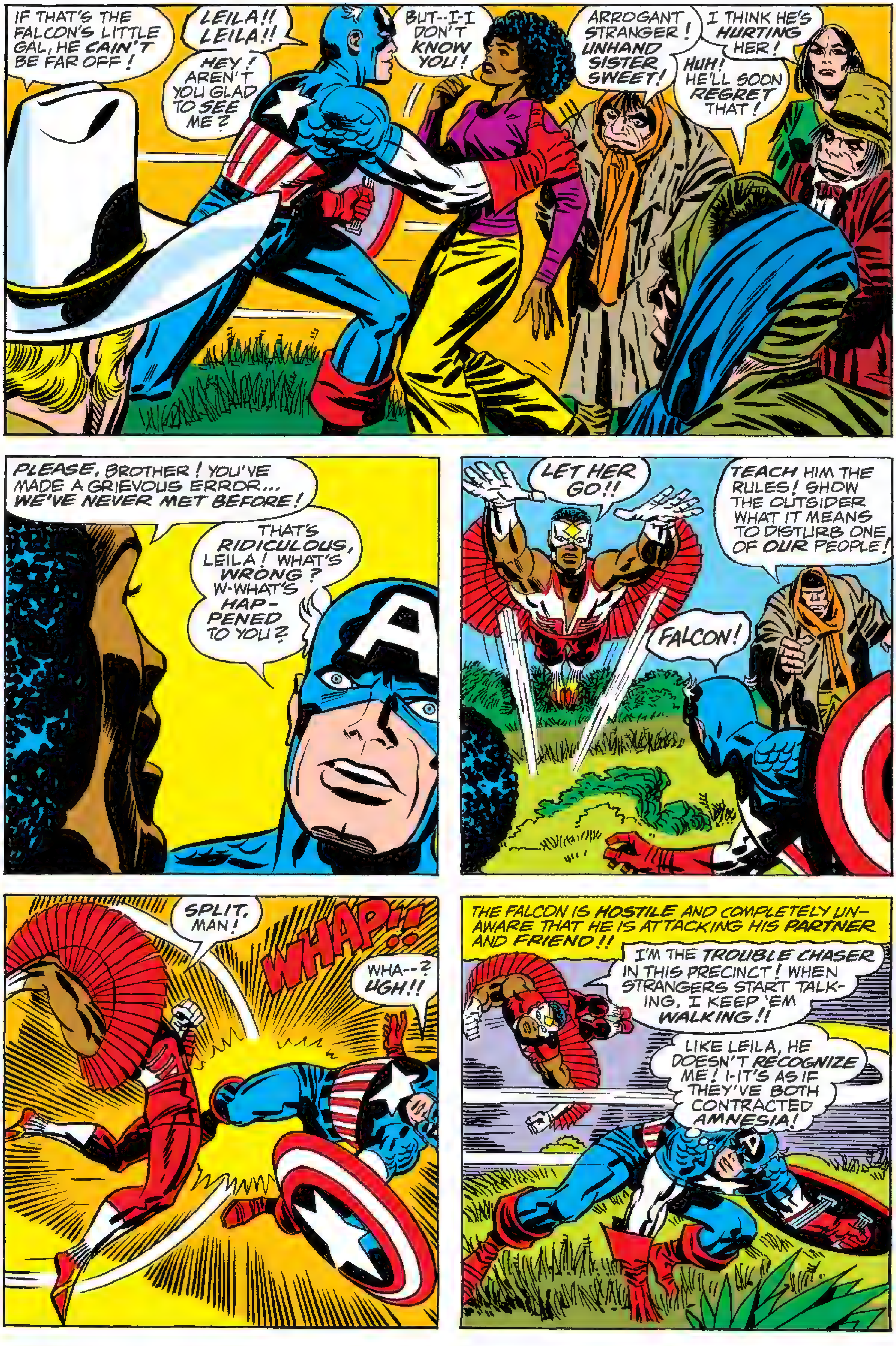

THIS IS AN UNBELIEVABLE EXPERIENCE! I'VE JUMPED THROUGH THIS EERIE, BLAZING LIGHT--INTO ANOTHER DIMENSION!
THE PLANET EARTH DOESN'T EXIST IN THIS SECTION OF NOWHERE!
"ALAMO II!"

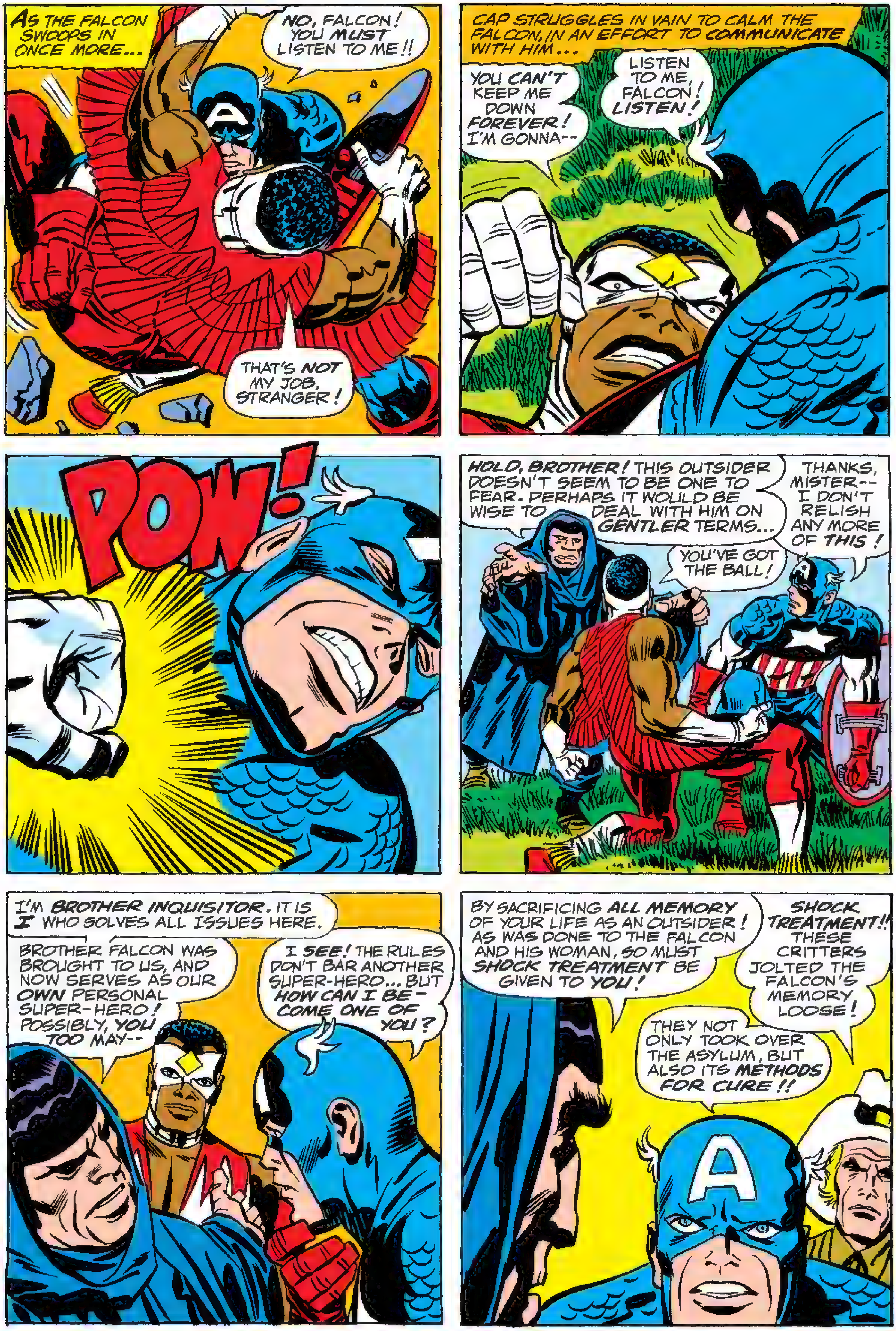
EDITED/WRITTEN & DRAWN by **JACK KIRBY** | INKS FRANK GIACOIA | LETTERS GASPAR | COLORS H.PALEY | CONSULTING EDITOR A. GOODWIN

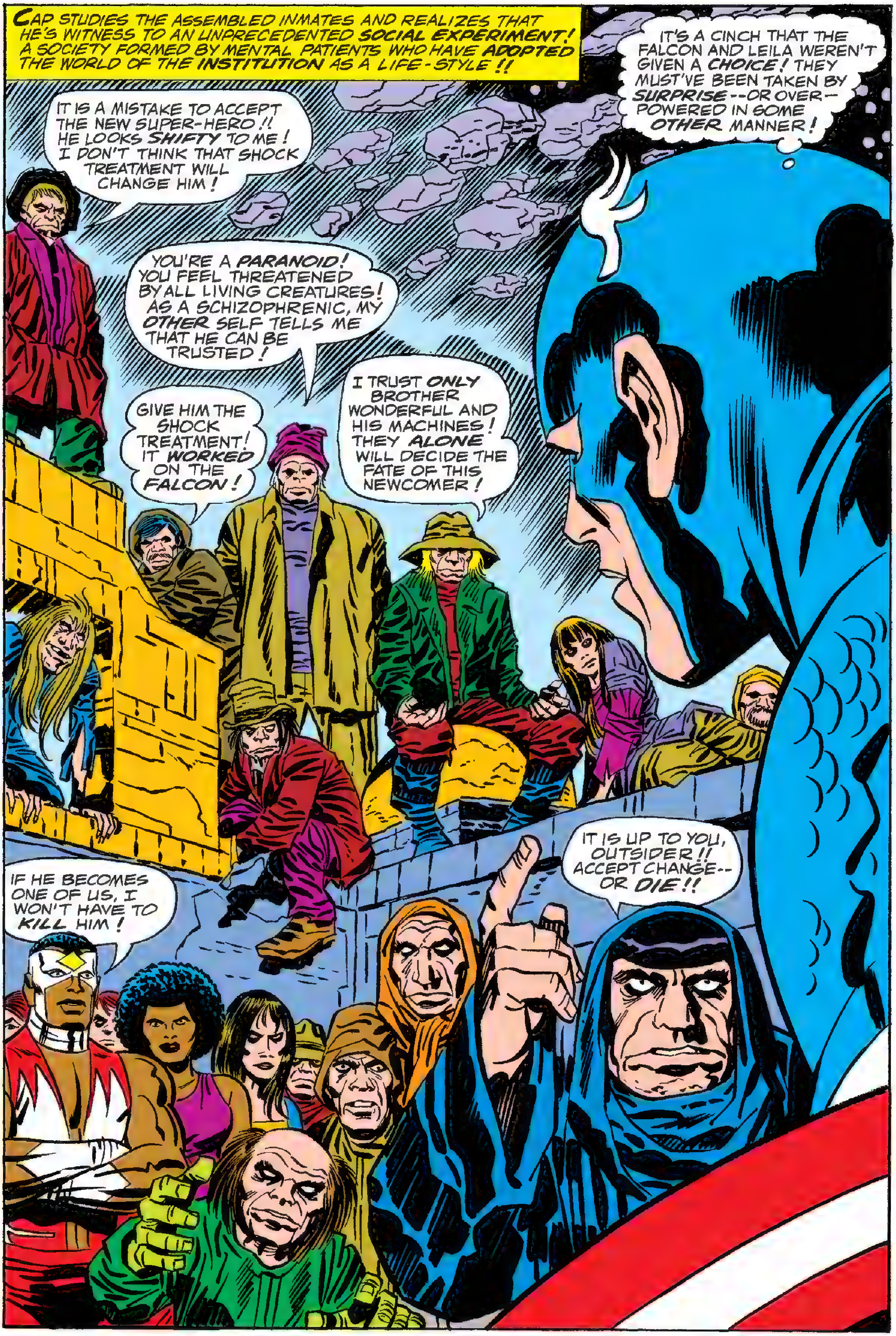

CAPTAIN AMERICA HAS LEAPED GALAXIES IN THE TWINKLING OF AN EYE! HE PAUSES, CAUTIOUSLY EXAMINING HIS SURROUNDINGS...
I-I'M IN SOME SORT OF IMPROVISED LABORATORY, WITH THE MACHINE WHICH PRODUCES THE "DIMENSION-DOOR" EFFECT!
THE MAN WHO PUT THIS TOGETHER IS A SCIENTIFIC GENIUS!
BUT, UNFORTUNATELY, HE'S A MENTAL CASE WHO HAS TRANSPORTED THIS ASYLUM AND ITS INMATES BEYOND PSYCHIATRIC HELP.
WORSE YET, HE'S MANAGED TO ABDUCT LEILA AND THE FALCON TO THIS--SPATIAL LIMBO!!
SUDDENLY, THE DIMENSION-DOOR CRACKLES WITH RENEWED ACTIVITY...
WHA--!? SOMETHING'S HAPPENING! I-I WONDER--
ZZZTT!!
THEN, IN THE CORE OF SEETHING ENERGY...
T-THERE'S A MAN COMING THROUGH!! WHY, IT'S--
TEXAS JACK MULDOON PAYS HIS COMPLIMENTS, SUH!
DIDN'T THINK AH'D PASS UP A CHANCE TUH RAISE CAIN IN SOME FOREIGN-LIKE DIMENSION, DID'JA, SON?
YOU'VE BEEN A GREAT HELP SINCE THE START OF THIS CAPER, TEXAS JACK! BUT I'D ADVISE A COOL FINGER ON THAT TRIGGER...

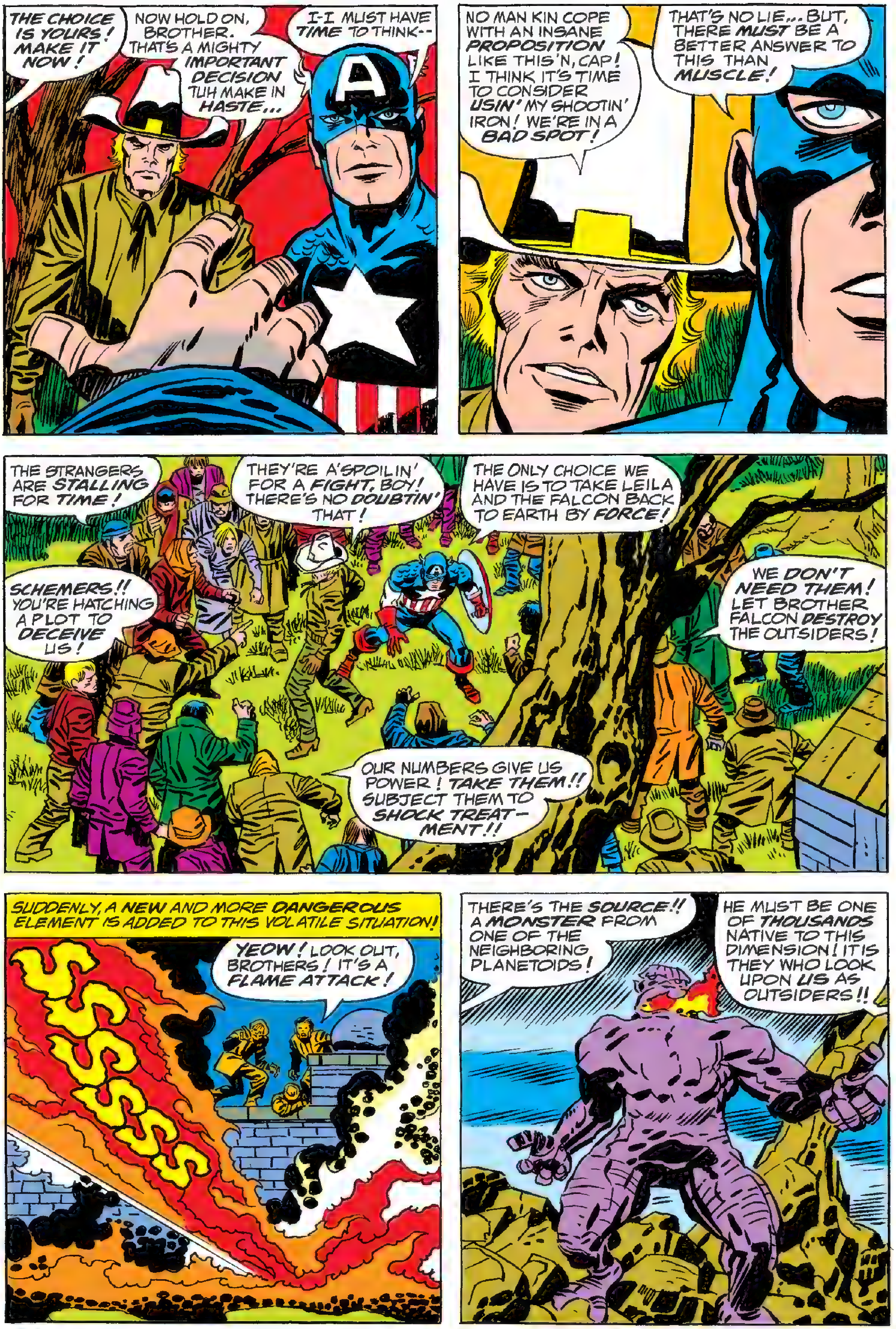

THAT'S WELL-TAKEN, BOY... I'M **NOT** ONE O' THOSE **WILD ONES** Y'HEAR ABOUT... HOWSOEVER, AH KIN **HANDLE A PIECE** REAL FINE, IF'N WE GET IN A TIGHT SPOT!
THERE'S NO TELLING **WHAT** MAY DEVELOP HERE! THIS SOPHISTICATED EQUIPMENT IS EVIDENCE OF A MIND BOTH **CALCULATING** AND EXTREMELY **BOLD!**
AT THAT MOMENT--!!
DON'T TOUCH ANY OF THOSE PRECIOUS MECHANISMS! THEY ARE FORBIDDEN TO ALL BUT **BROTHER WONDERFUL!**
STAND RIGHT THERE, HOMBRE! OR YUH'LL SEE HOW **THIS** LI'L OLE MECHANISM WORKS, TOO!
EASY, TEXAS JACK!
YOU ARE **TOTAL STRANGERS** WHO HAVE WANDERED THROUGH **MY** DIMENSIONAL TRANSPORTER! THIS IS A TERRIBLE TURN OF EVENTS! **WHAT SHALL WE DO** WITH **YOU?**
BEFORE YOU GET ANY STRANGE **IDEAS,** BROTHER WONDERFUL, IT WOULD BE WISE TO **HEAR US OUT!**
T-THEN YOU CAME HERE BY **DESIGN!!** YOU DELIBERATELY **TRESPASSED!**
er-- WE'RE **SEEKERS,** BROTHER! WE'RE SEARCHING FOR THOSE WHO HAVE **VANISHED** FROM EARTH!
I KNOW WHO YOU ARE! THAT SUPER-HERO SUIT **DOESN'T FOOL ME!**
YOU'RE WRONG. WE MEAN YOU **NO HARM!**
OUR DESIRE IS ONLY TO LOCATE TWO **FRIENDS** WE BELIEVE TO BE IN YOUR **MIDST!**
YOU REPRESENT THE AUTHORITIES! THE **EVIL ONES** WHO HOLD THE BROTHERS AND SISTERS IN **PADDED CELLS!**
I THINK YOU KNOW WHO THEY ARE, **BROTHER!**

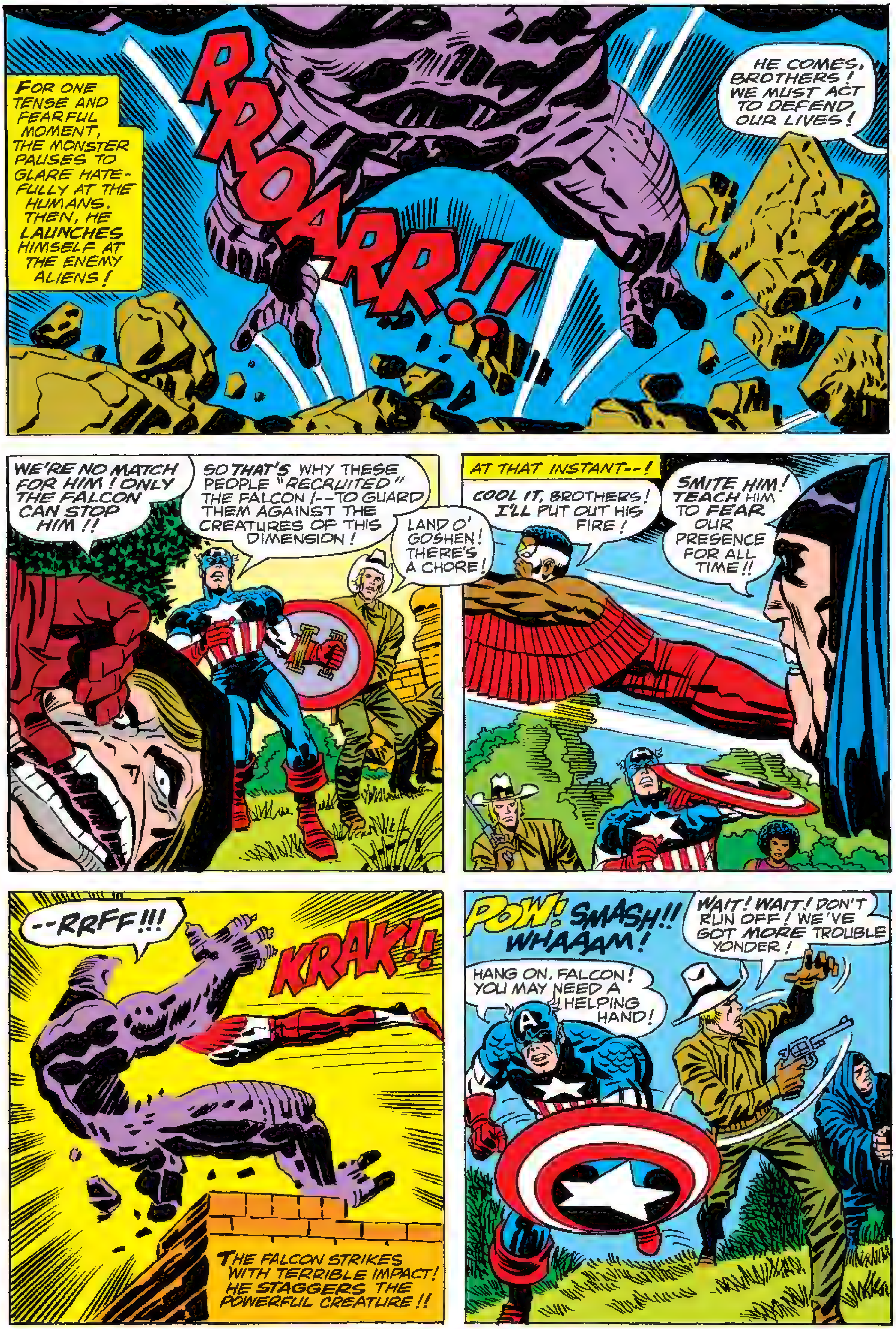

SURELY, WHOEVER THEY ARE, THEY MUST BE HAPPY HERE! COME, I'LL SHOW YOU!
LEAD ON.
IT'S AMAZING--SIMPLY AMAZING...
THIS MUST BE THE OLD ASYLUM COMPLEX AND ITS GROUNDS!
--YES, ALL OF IT TRANSPLANTED TO A DIMENSION FAR FROM EARTH.
THAT HAPPENED MANY YEARS AGO. WE WERE INMATES THEN!
FUNNY...YUH'D NEVER THINK THIS WAS ANYPLACE BUT EARTH...
--NOT UNLESS YOU LOOKED UP AT THE SKY, TEXAS JACK! THAT OUGHT TO SHAKE YOU UP!!
IT IS A BIZARRE SKY...AN ALIEN SKY...A SWARM OF COUNTLESS PLANETOIDS DRIFT, IN ENDLESS PROCESSION AMONG STARS NEVER CHARTED BY MAN'S INSTRUMENTS--NOR HAD THEY EVER KNOWN THE PRESENCE OF MAN, UNTIL OF LATE.
AS CAP AND TEXAS JACK CATCH SIGHT OF THE LANDSCAPE OUTSIDE THE ASYLUM WALLS, THEY SEE FURTHER EVIDENCE OF UNEARTHLY ORIGIN...
I'M SHOOK, CAP! THIS HERE'S ENOUGH TO STOP A BRAHMA BULL!
IT'S EERIE, ALL RIGHT! MY GUESS IS THAT WE'RE ON A PLANETOID, LIKE THOSE IN OUR ORBIT.
THE FAMED SUPER-HERO IS SUDDENLY CAUGHT IN MID-STRIDE, BY A SIGHT FAMILIAR AND HEART-WARMING IN THE GLOOMY ATMOSPHERE OF THIS STRANGE DIMENSION...
THERE SHE IS, TEXAS JACK!! I'VE FOUND HER!

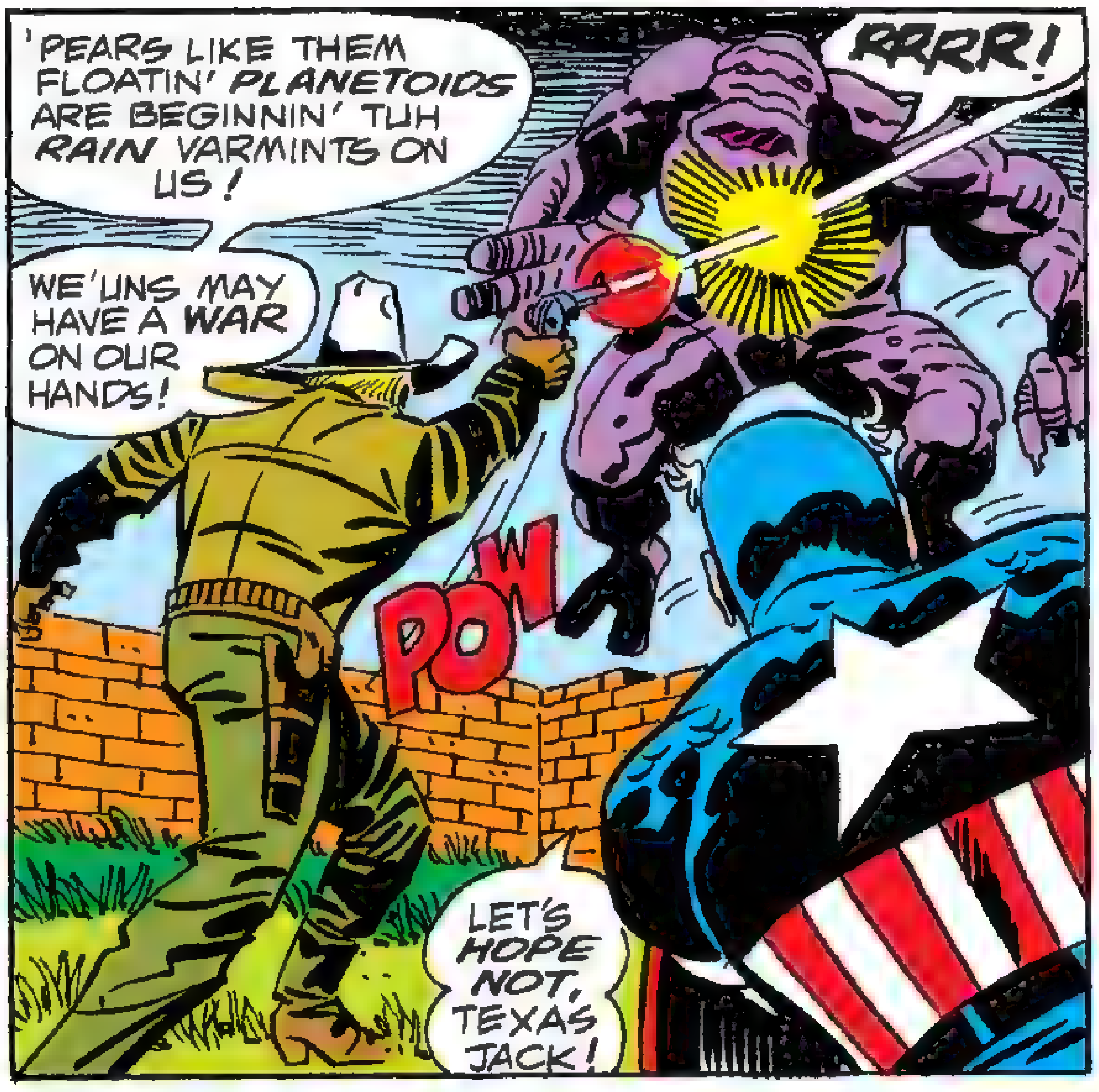

IF THAT'S THE FALCON'S LITTLE GAL, HE CAIN'T BE FAR OFF!
LEILA!! LEILA!!
HEY! AREN'T YOU GLAD TO SEE ME?
BUT--I-I DON'T KNOW YOU!
ARROGANT STRANGER! UNHAND SISTER SWEET!
I THINK HE'S HURTING HER!
HUH! HE'LL SOON REGRET THAT!
PLEASE, BROTHER! YOU'VE MADE A GRIEVOUS ERROR... WE'VE NEVER MET BEFORE!
THAT'S RIDICULOUS, LEILA! WHAT'S WRONG? W-WHAT'S HAPPENED TO YOU?
LET HER GO!!
TEACH HIM THE RULES! SHOW THE OUTSIDER WHAT IT MEANS TO DISTURB ONE OF OUR PEOPLE!
FALCON!
SPLIT, MAN!
WHAP!!
WHA--? UGH!!
THE FALCON IS HOSTILE AND COMPLETELY UNAWARE THAT HE IS ATTACKING HIS PARTNER AND FRIEND!!
I'M THE TROUBLE CHASER IN THIS PRECINCT! WHEN STRANGERS START TALKING, I KEEP 'EM WALKING!!
LIKE LEILA, HE DOESN'T RECOGNIZE ME! I-IT'S AS IF THEY'VE BOTH CONTRACTED AMNESIA!

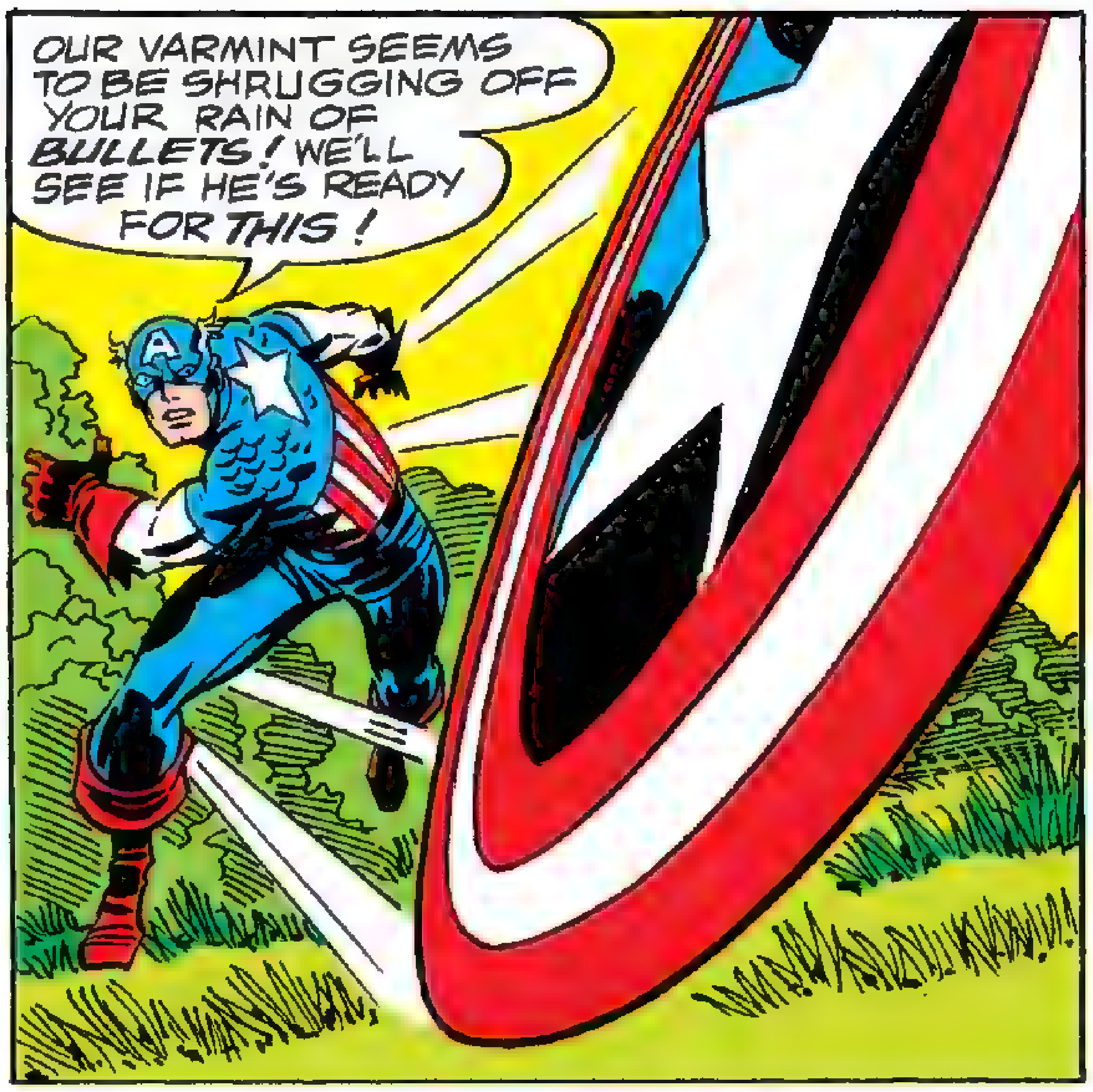

AS THE FALCON SWOOPS IN ONCE MORE...
NO, FALCON! YOU MUST LISTEN TO ME!!
THAT'S NOT MY JOB, STRANGER!
CAP STRUGGLES IN VAIN TO CALM THE FALCON, IN AN EFFORT TO COMMUNICATE WITH HIM...
YOU CAN'T KEEP ME DOWN FOREVER! I'M GONNA--
LISTEN TO ME, FALCON! LISTEN!
POW!
HOLD, BROTHER! THIS OUTSIDER DOESN'T SEEM TO BE ONE TO FEAR. PERHAPS IT WOULD BE WISE TO DEAL WITH HIM ON GENTLER TERMS...
THANKS, MISTER-- I DON'T RELISH ANY MORE OF THIS!
YOU'VE GOT THE BALL!
I'M BROTHER INQUISITOR. IT IS I WHO SOLVES ALL ISSUES HERE.
BROTHER FALCON WAS BROUGHT TO US, AND NOW SERVES AS OUR OWN PERSONAL SUPER-HERO! POSSIBLY, YOU TOO MAY--
I SEE! THE RULES DON'T BAR ANOTHER SUPER-HERO... BUT HOW CAN I BECOME ONE OF YOU?
BY SACRIFICING ALL MEMORY OF YOUR LIFE AS AN OUTSIDER! AS WAS DONE TO THE FALCON AND HIS WOMAN, SO MUST SHOCK TREATMENT BE GIVEN TO YOU!
SHOCK TREATMENT!! THESE CRITTERS JOLTED THE FALCON'S MEMORY LOOSE!
THEY NOT ONLY TOOK OVER THE ASYLUM, BUT ALSO ITS METHODS FOR CURE!!

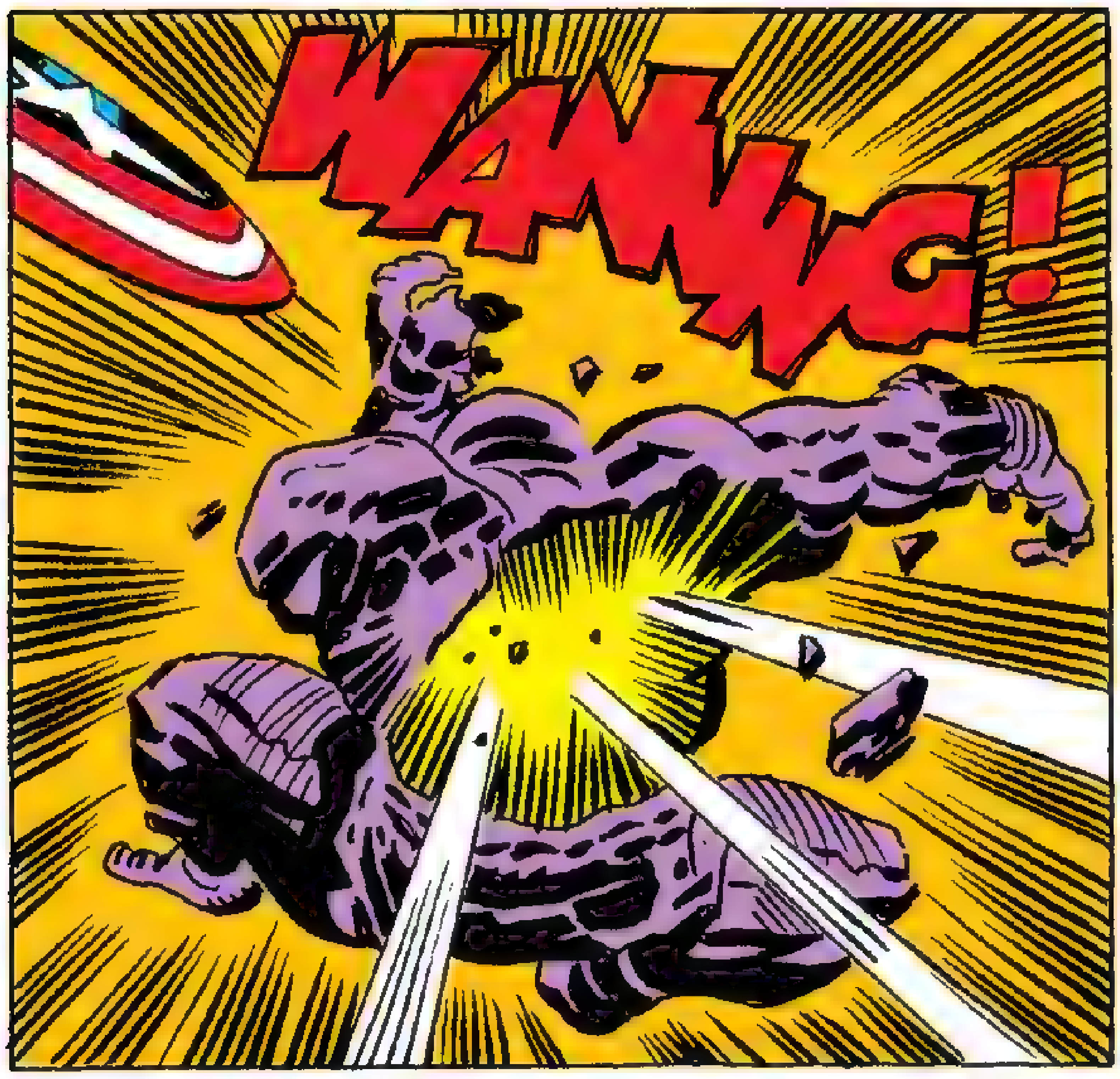

CAP STUDIES THE ASSEMBLED INMATES AND REALIZES THAT HE'S WITNESS TO AN UNPRECEDENTED SOCIAL EXPERIMENT! A SOCIETY FORMED BY MENTAL PATIENTS WHO HAVE ADOPTED THE WORLD OF THE INSTITUTION AS A LIFE-STYLE !!
IT'S A CINCH THAT THE FALCON AND LEILA WEREN'T GIVEN A CHOICE! THEY MUST'VE BEEN TAKEN BY SURPRISE--OR OVER-POWERED IN SOME OTHER MANNER!
IT IS A MISTAKE TO ACCEPT THE NEW SUPER-HERO !! HE LOOKS SHIFTY TO ME! I DON'T THINK THAT SHOCK TREATMENT WILL CHANGE HIM!
YOU'RE A PARANOID! YOU FEEL THREATENED BY ALL LIVING CREATURES! AS A SCHIZOPHRENIC, MY OTHER SELF TELLS ME THAT HE CAN BE TRUSTED!
GIVE HIM THE SHOCK TREATMENT! IT WORKED ON THE FALCON!
I TRUST ONLY BROTHER WONDERFUL AND HIS MACHINES! THEY ALONE WILL DECIDE THE FATE OF THIS NEWCOMER!
IF HE BECOMES ONE OF US, I WON'T HAVE TO KILL HIM!
IT IS UP TO YOU, OUTSIDER!! ACCEPT CHANGE-- OR DIE!!

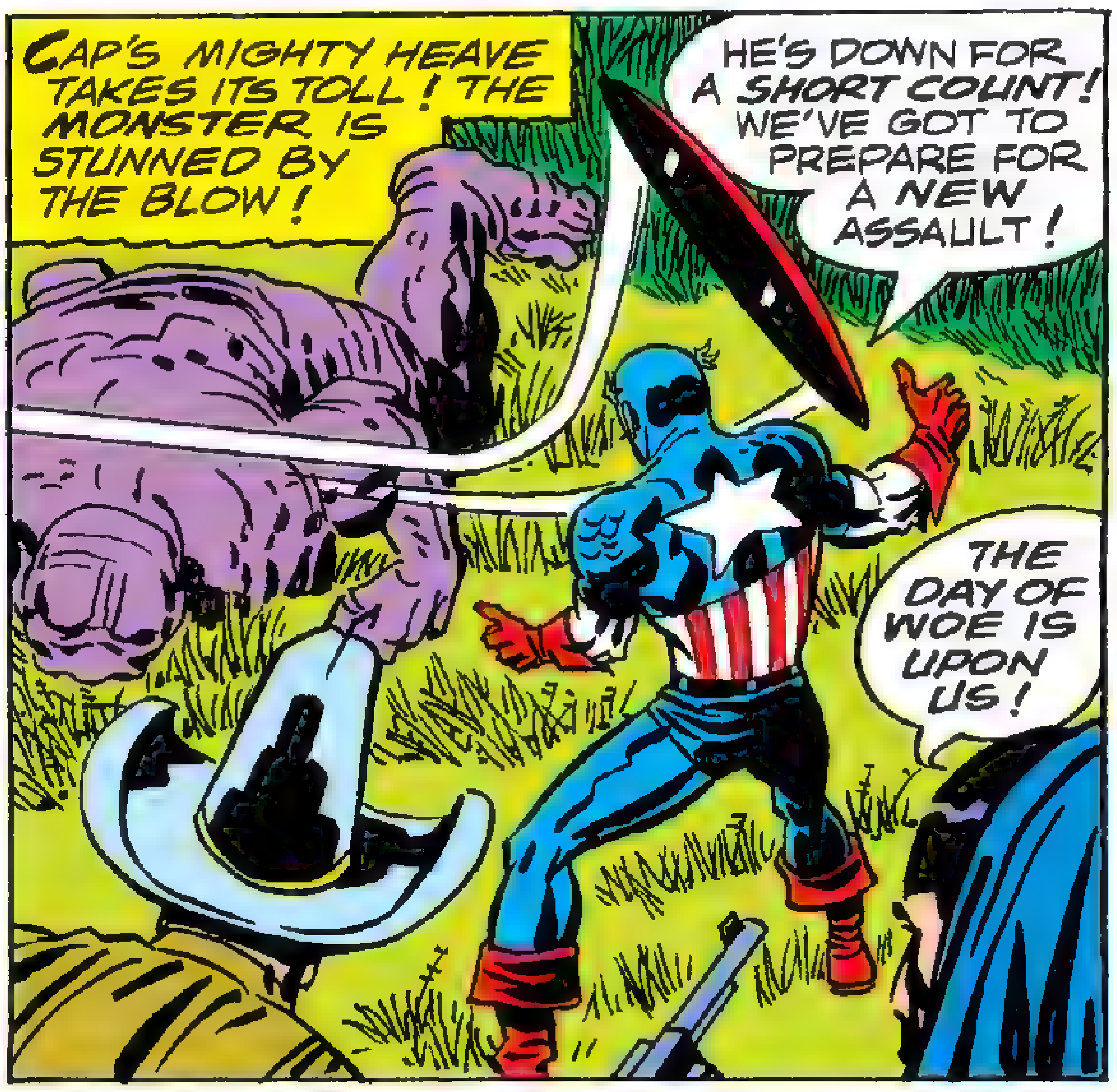

THE CHOICE IS YOURS! MAKE IT NOW!
NOW HOLD ON, BROTHER. THAT'S A MIGHTY IMPORTANT DECISION TUH MAKE IN HASTE...
I-I MUST HAVE TIME TO THINK--
NO MAN KIN COPE WITH AN INSANE PROPOSITION LIKE THIS'N, CAP! I THINK IT'S TIME TO CONSIDER USIN' MY SHOOTIN' IRON! WE'RE IN A BAD SPOT!
THAT'S NO LIE... BUT, THERE MUST BE A BETTER ANSWER TO THIS THAN MUSCLE!
THE STRANGERS ARE STALLING FOR TIME!
THEY'RE A'SPOILIN' FOR A FIGHT, BOY! THERE'S NO DOUBTIN' THAT!
THE ONLY CHOICE WE HAVE IS TO TAKE LEILA AND THE FALCON BACK TO EARTH BY FORCE!
SCHEMERS!! YOU'RE HATCHING A PLOT TO DECEIVE US!
WE DON'T NEED THEM! LET BROTHER FALCON DESTROY THE OUTSIDERS!
OUR NUMBERS GIVE US POWER! TAKE THEM!! SUBJECT THEM TO SHOCK TREATMENT!!
SUDDENLY, A NEW AND MORE DANGEROUS ELEMENT IS ADDED TO THIS VOLATILE SITUATION!
YEOW! LOOK OUT, BROTHERS! IT'S A FLAME ATTACK!
SSSSSS
THERE'S THE SOURCE!! A MONSTER FROM ONE OF THE NEIGHBORING PLANETOIDS!
HE MUST BE ONE OF THOUSANDS NATIVE TO THIS DIMENSION! IT IS THEY WHO LOOK UPON US AS OUTSIDERS!!

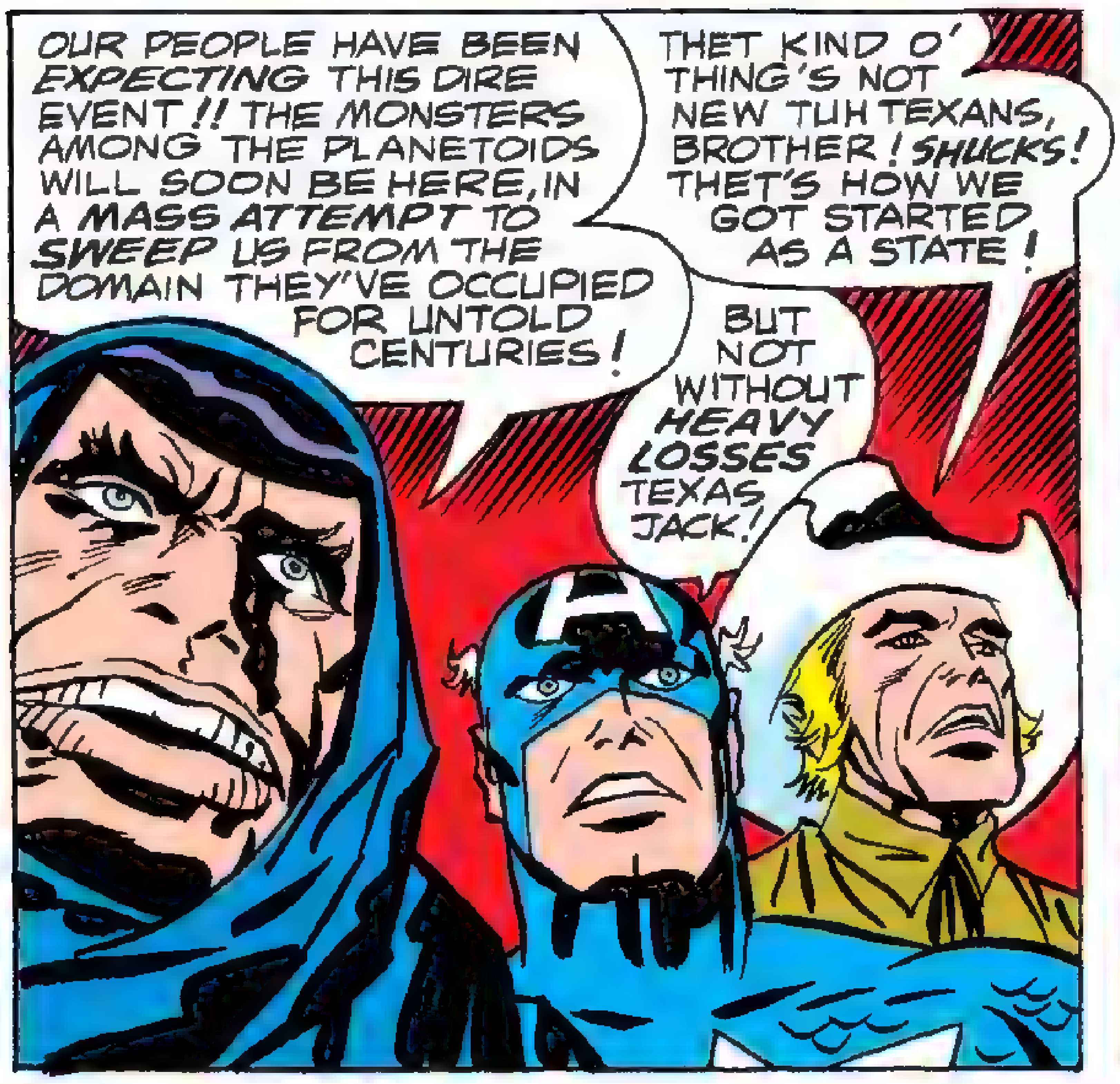

FOR ONE TENSE AND FEARFUL MOMENT, THE MONSTER PAUSES TO GLARE HATEFULLY AT THE HUMANS. THEN, HE LAUNCHES HIMSELF AT THE ENEMY ALIENS!
RROARR!!
HE COMES, BROTHERS! WE MUST ACT TO DEFEND OUR LIVES!
WE'RE NO MATCH FOR HIM! ONLY THE FALCON CAN STOP HIM!!
SO THAT'S WHY THESE PEOPLE "RECRUITED" THE FALCON!--TO GUARD THEM AGAINST THE CREATURES OF THIS DIMENSION!
LAND O' GOSHEN! THERE'S A CHORE!
AT THAT INSTANT--!
COOL IT, BROTHERS! I'LL PUT OUT HIS FIRE!
SMITE HIM! TEACH HIM TO FEAR OUR PRESENCE FOR ALL TIME!!
--RRFF!!!
KRAK!!
THE FALCON STRIKES WITH TERRIBLE IMPACT! HE STAGGERS THE POWERFUL CREATURE!!
POW! SMASH!! WHAAAM!
WAIT! WAIT! DON'T RUN OFF! WE'VE GOT MORE TROUBLE YONDER!
HANG ON, FALCON! YOU MAY NEED A HELPING HAND!

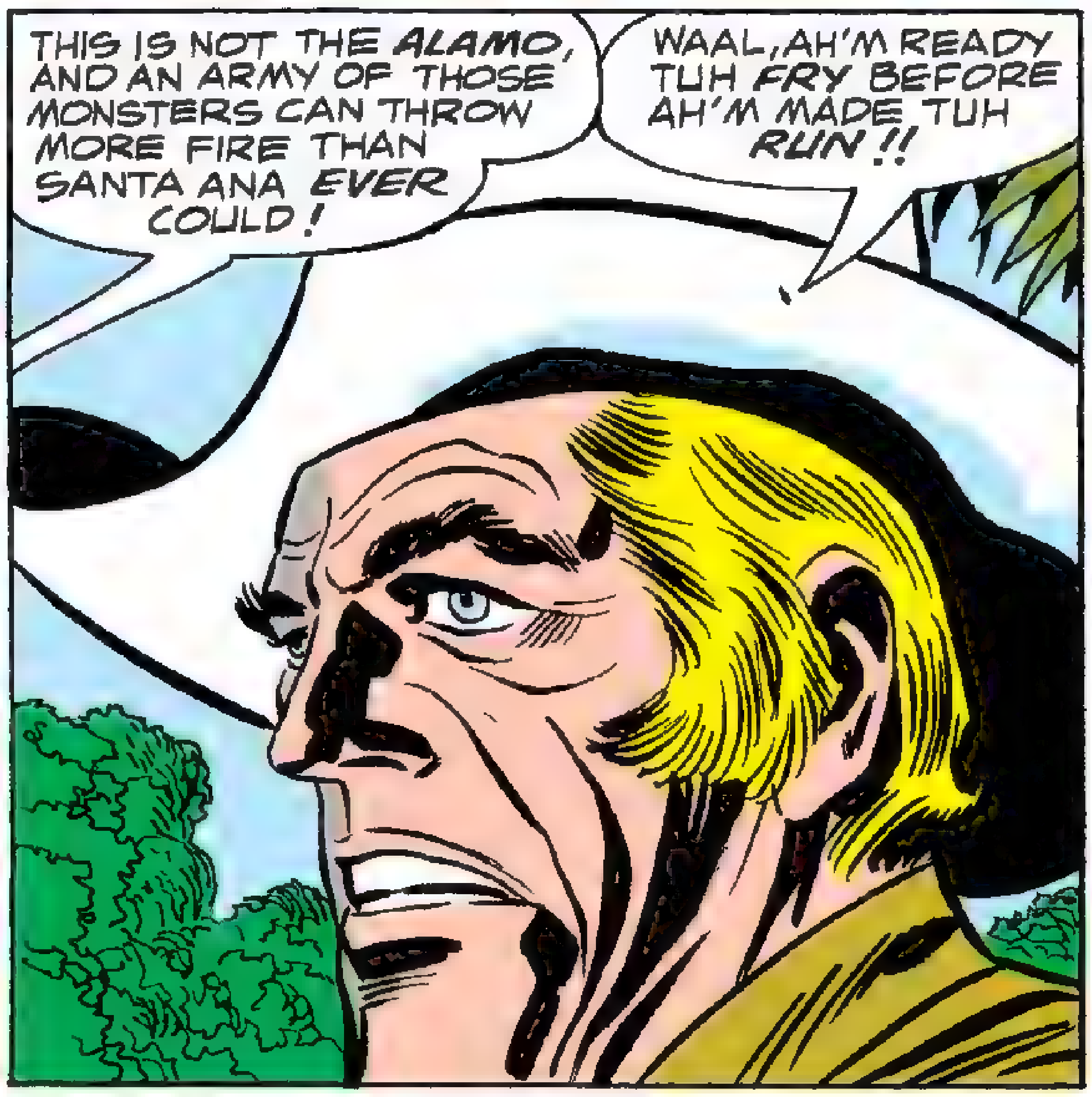

'PEARS LIKE THEM FLOATIN' PLANETOIDS ARE BEGINNIN' TUH RAIN VARMINTS ON US!
RRRR!
WE'UNS MAY HAVE A WAR ON OUR HANDS!
POW
LET'S HOPE NOT, TEXAS JACK!

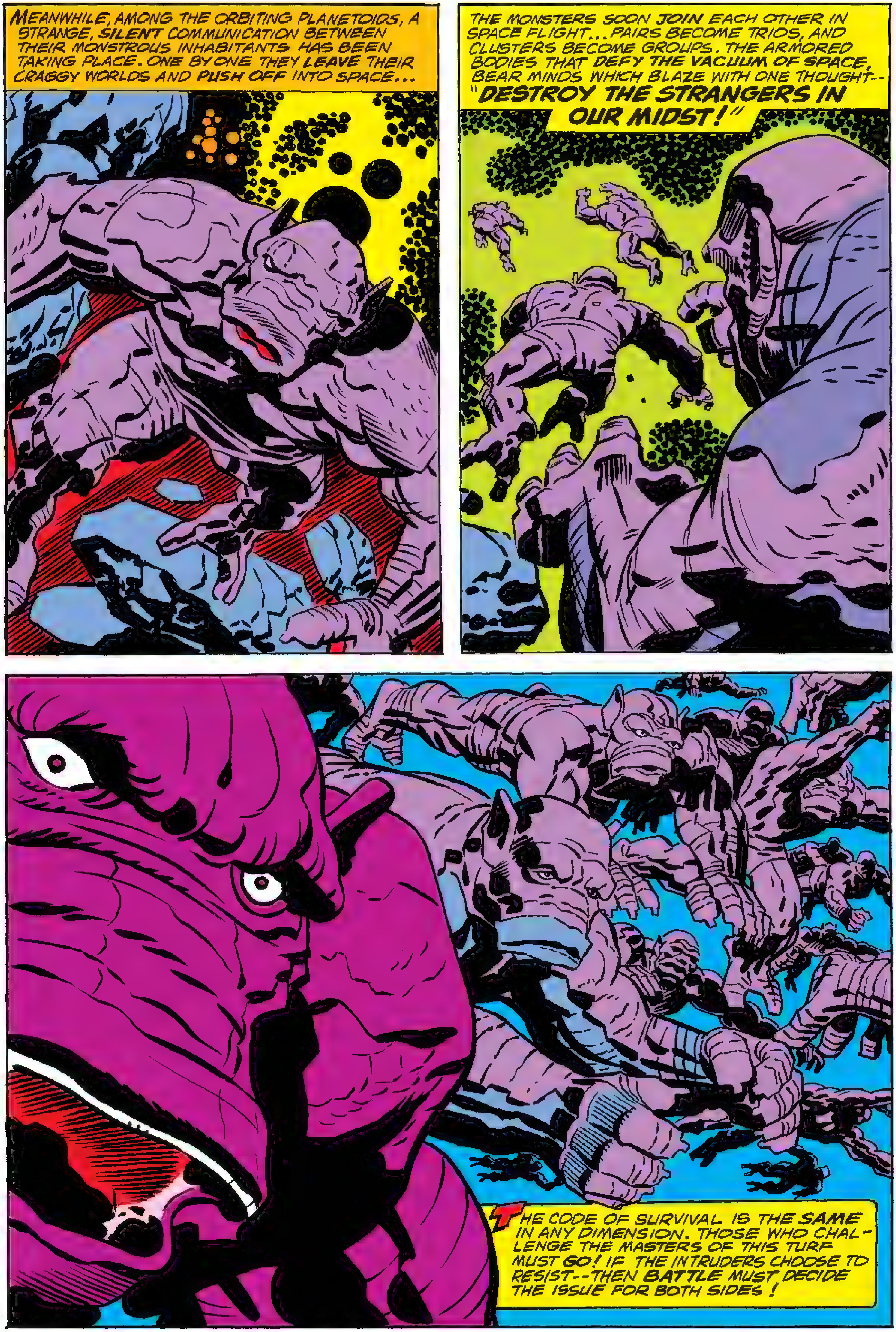

OUR VARMINT SEEMS TO BE SHRUGGING OFF YOUR RAIN OF BULLETS! WE'LL SEE IF HE'S READY FOR THIS!

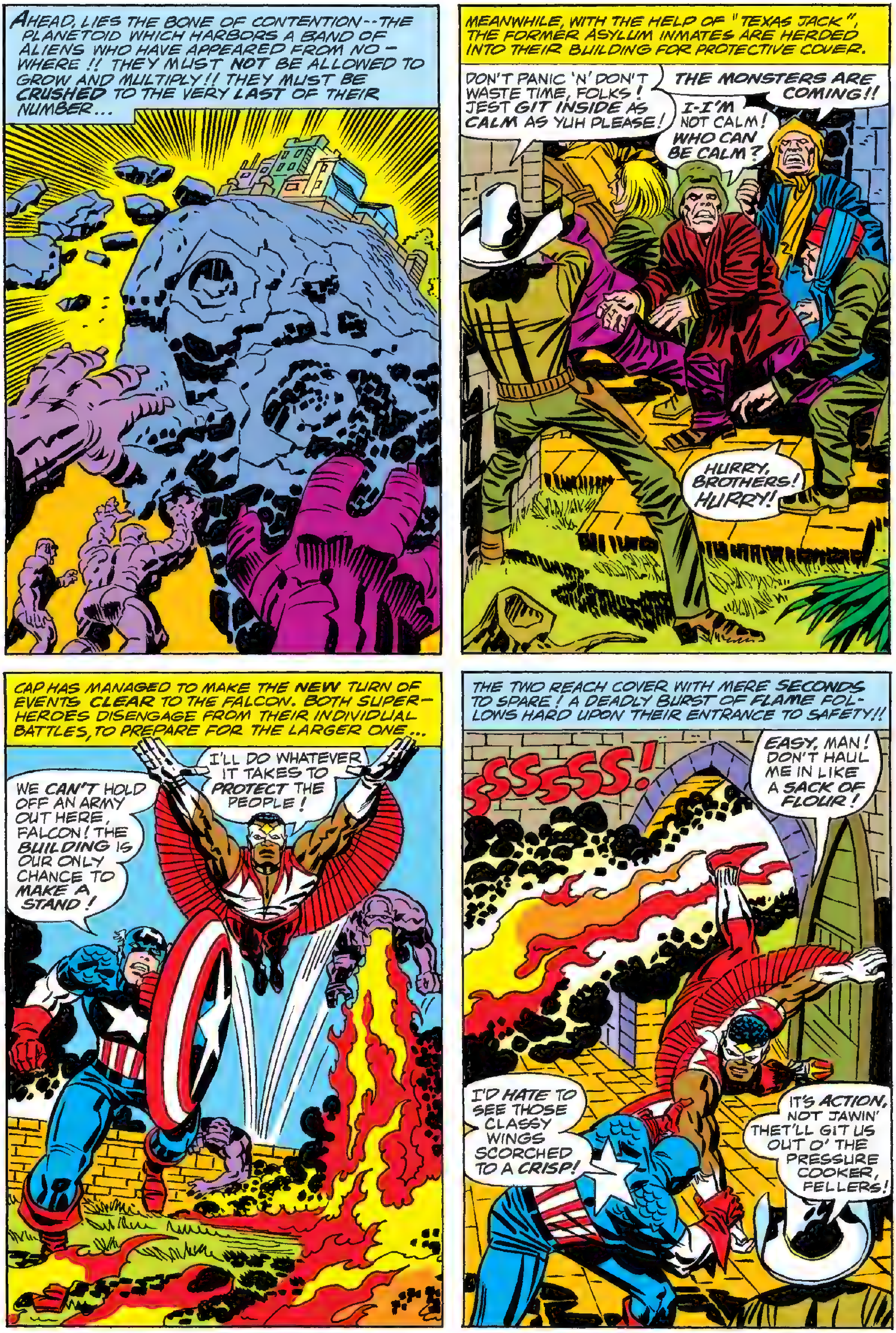

WANNG!

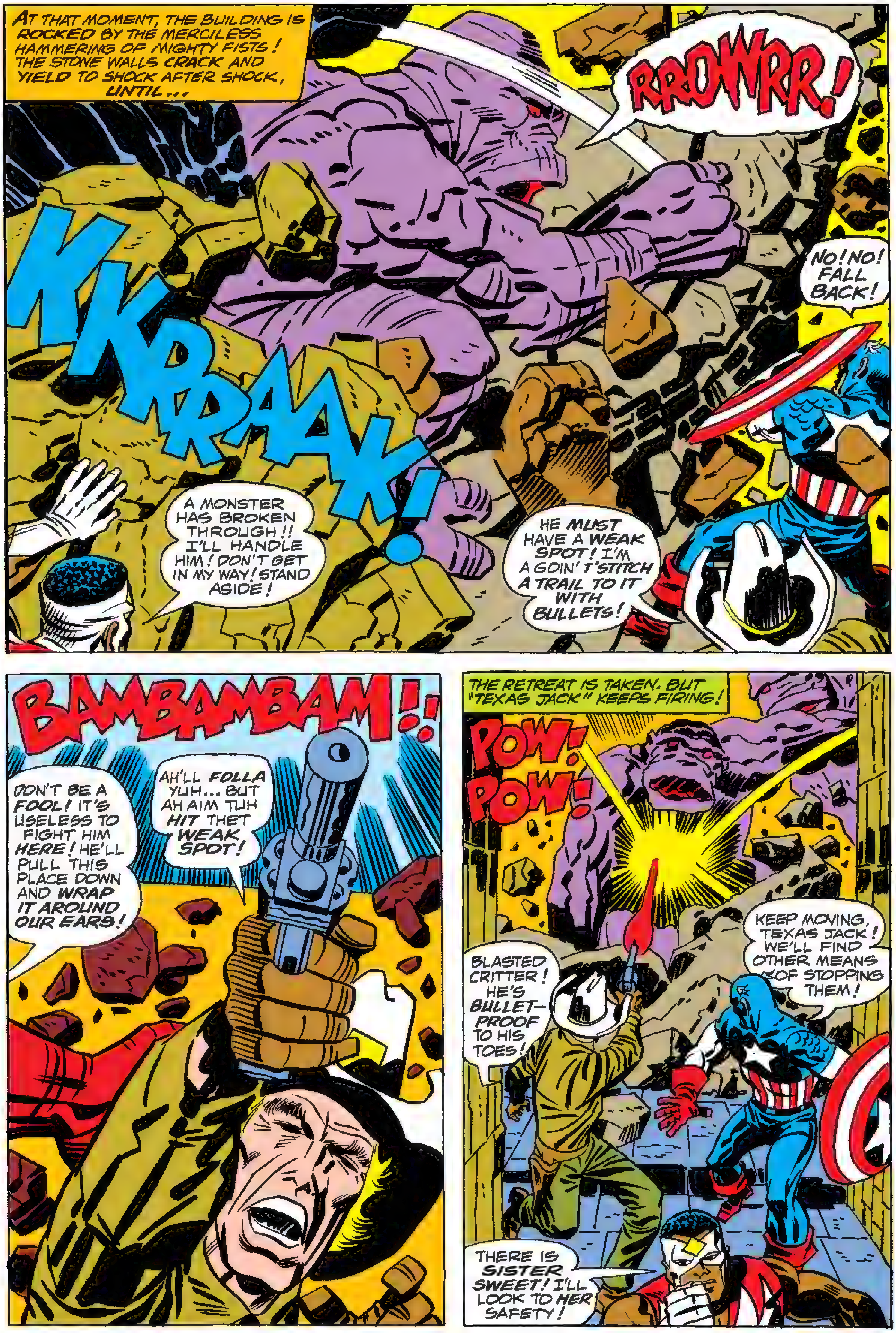

CAP'S MIGHTY HEAVE TAKES ITS TOLL! THE MONSTER IS STUNNED BY THE BLOW!
HE'S DOWN FOR A SHORT COUNT! WE'VE GOT TO PREPARE FOR A NEW ASSAULT!
THE DAY OF WOE IS UPON US!

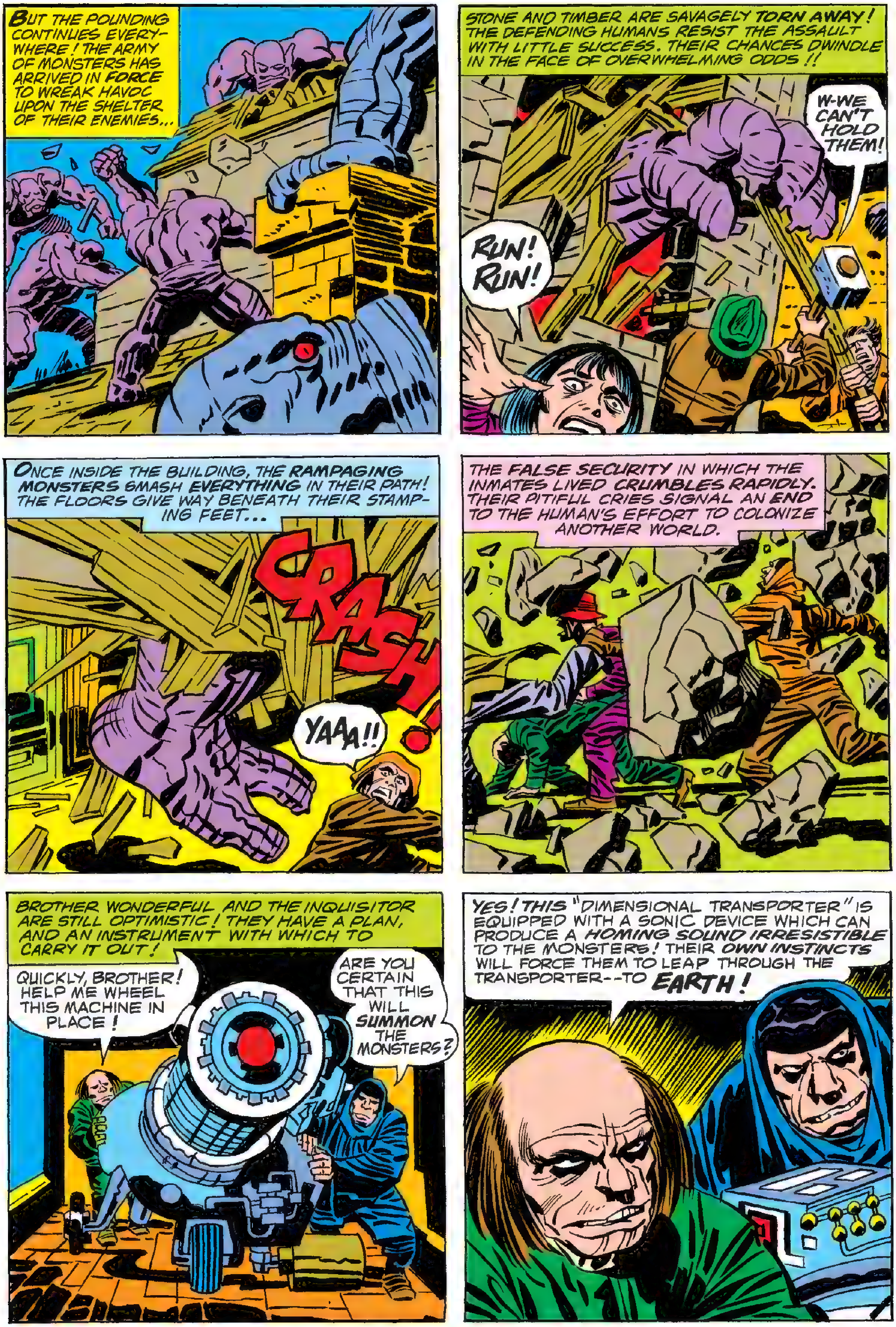

OUR PEOPLE HAVE BEEN EXPECTING THIS DIRE EVENT!! THE MONSTERS AMONG THE PLANETOIDS WILL SOON BE HERE, IN A MASS ATTEMPT TO SWEEP US FROM THE DOMAIN THEY'VE OCCUPIED FOR UNTOLD CENTURIES!
THET KIND O' THING'S NOT NEW TUH TEXANS, BROTHER! SHUCKS! THET'S HOW WE GOT STARTED AS A STATE!
BUT NOT WITHOUT HEAVY LOSSES TEXAS JACK!

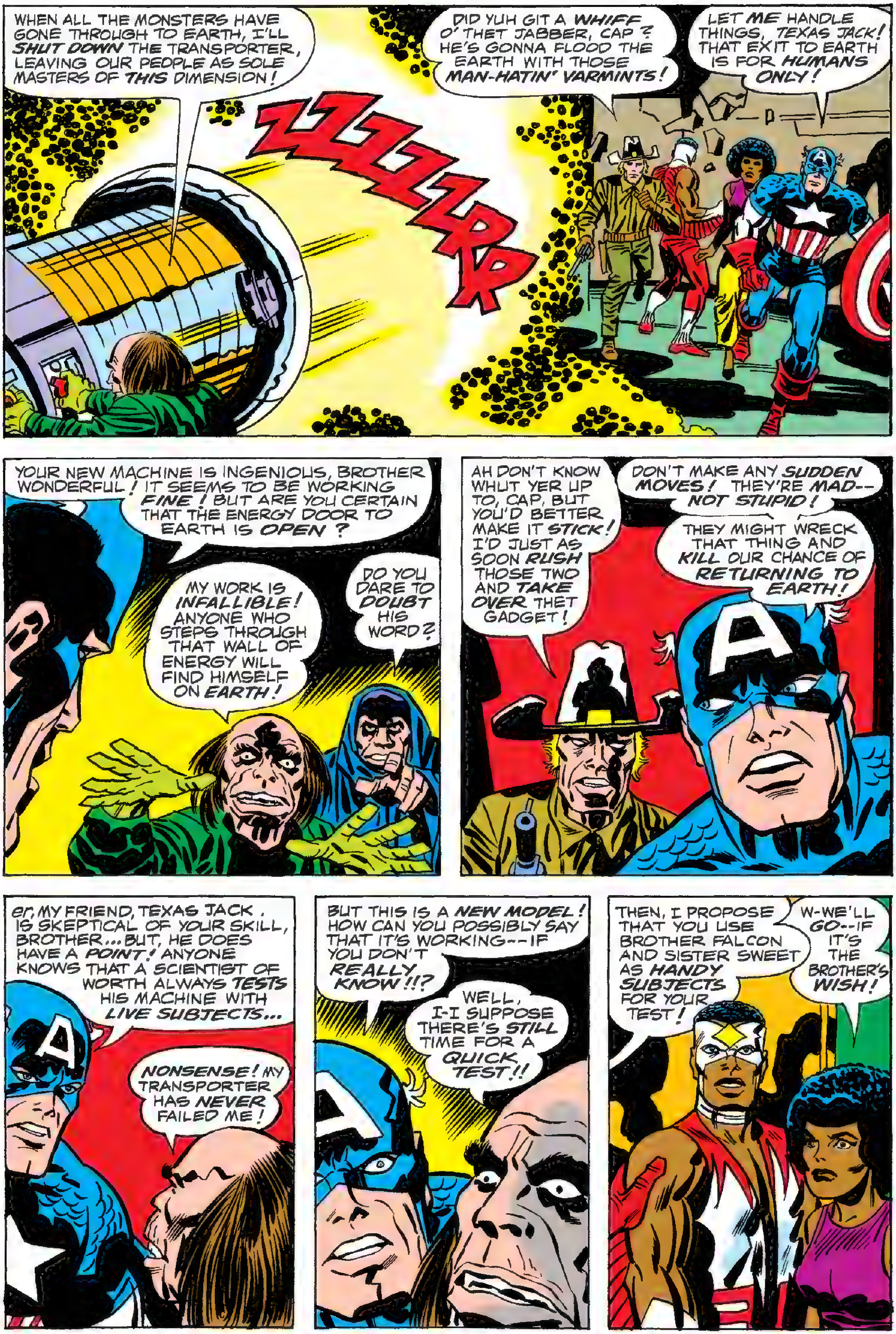

THIS IS NOT THE ALAMO, AND AN ARMY OF THOSE MONSTERS CAN THROW MORE FIRE THAN SANTA ANA EVER COULD!
WAAL, AH'M READY TUH FRY BEFORE AH'M MADE TUH RUN!!

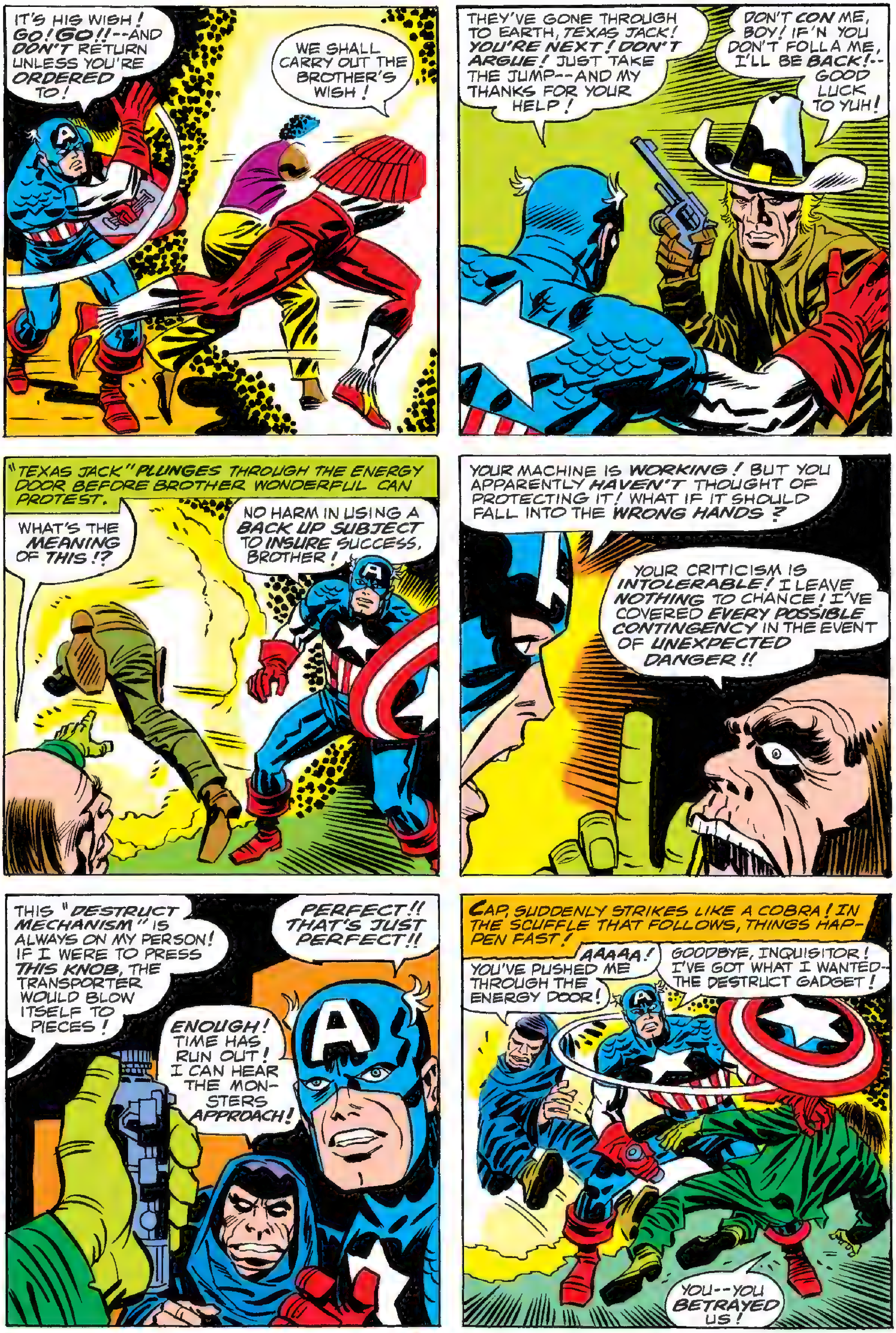

MEANWHILE, AMONG THE ORBITING PLANETOIDS, A STRANGE, SILENT COMMUNICATION BETWEEN THEIR MONSTROUS INHABITANTS HAS BEEN TAKING PLACE. ONE BY ONE THEY LEAVE THEIR CRAGGY WORLDS AND PUSH OFF INTO SPACE...
THE MONSTERS SOON JOIN EACH OTHER IN SPACE FLIGHT... PAIRS BECOME TRIOS, AND CLUSTERS BECOME GROUPS. THE ARMORED BODIES THAT DEFY THE VACUUM OF SPACE, BEAR MINDS WHICH BLAZE WITH ONE THOUGHT-- "DESTROY THE STRANGERS IN OUR MIDST!"
THE CODE OF SURVIVAL IS THE SAME IN ANY DIMENSION. THOSE WHO CHALLENGE THE MASTERS OF THIS TURF MUST GO! IF THE INTRUDERS CHOOSE TO RESIST--THEN BATTLE MUST DECIDE THE ISSUE FOR BOTH SIDES!

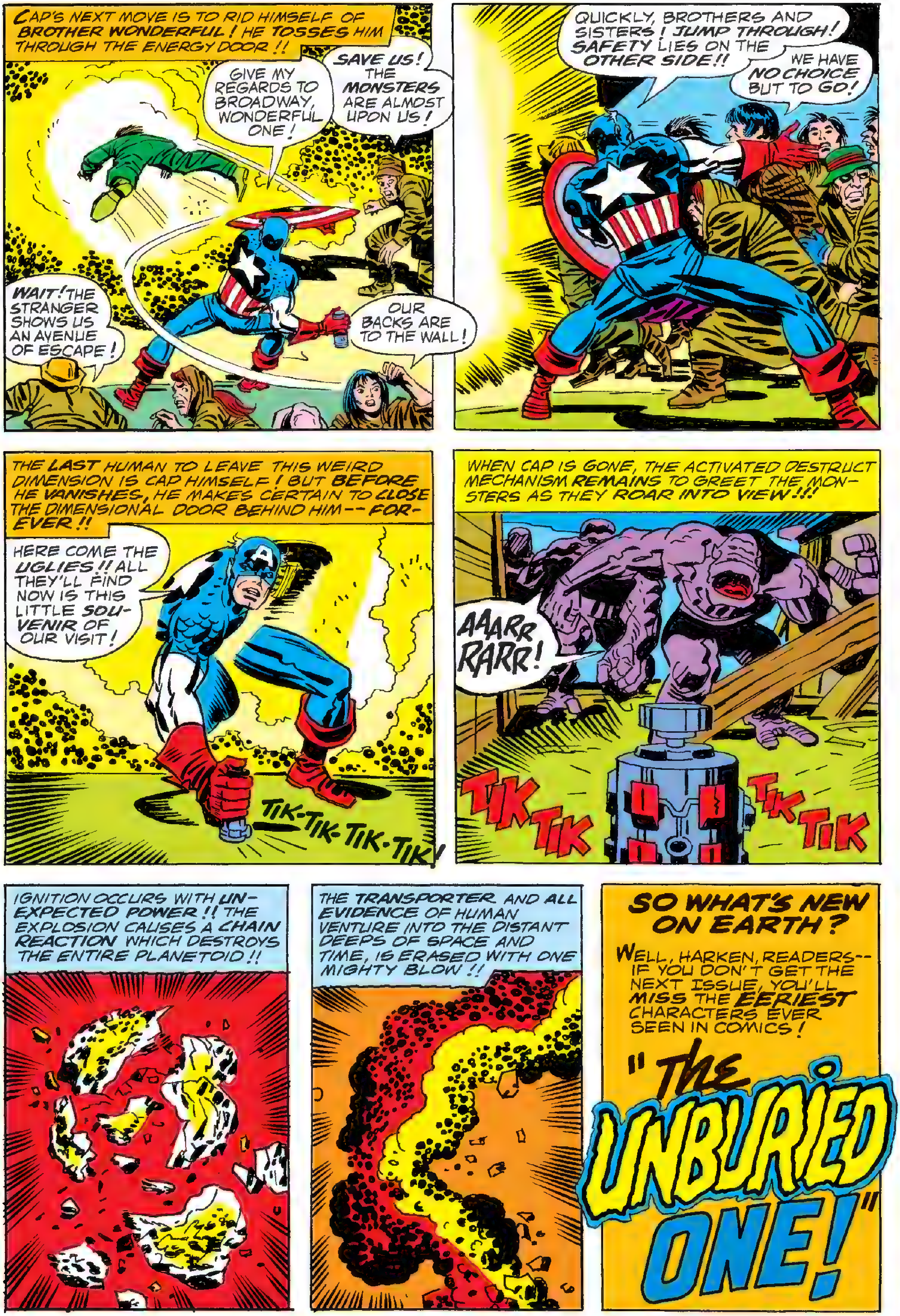

AHEAD, LIES THE BONE OF CONTENTION--THE PLANETOID WHICH HARBORS A BAND OF ALIENS WHO HAVE APPEARED FROM NOWHERE !! THEY MUST NOT BE ALLOWED TO GROW AND MULTIPLY!! THEY MUST BE CRUSHED TO THE VERY LAST OF THEIR NUMBER...
MEANWHILE, WITH THE HELP OF "TEXAS JACK", THE FORMER ASYLUM INMATES ARE HERDED INTO THEIR BUILDING FOR PROTECTIVE COVER.
DON'T PANIC 'N' DON'T WASTE TIME, FOLKS! JEST GIT INSIDE AS CALM AS YUH PLEASE!
THE MONSTERS ARE COMING!!
I-I'M NOT CALM! WHO CAN BE CALM?
HURRY, BROTHERS! HURRY!
CAP HAS MANAGED TO MAKE THE NEW TURN OF EVENTS CLEAR TO THE FALCON. BOTH SUPER-HEROES DISENGAGE FROM THEIR INDIVIDUAL BATTLES, TO PREPARE FOR THE LARGER ONE...
WE CAN'T HOLD OFF AN ARMY OUT HERE, FALCON! THE BUILDING IS OUR ONLY CHANCE TO MAKE A STAND!
I'LL DO WHATEVER IT TAKES TO PROTECT THE PEOPLE!
THE TWO REACH COVER WITH MERE SECONDS TO SPARE! A DEADLY BURST OF FLAME FOLLOWS HARD UPON THEIR ENTRANCE TO SAFETY!!
SSSSSS!
EASY, MAN! DON'T HAUL ME IN LIKE A SACK OF FLOUR!
I'D HATE TO SEE THOSE CLASSY WINGS SCORCHED TO A CRISP!
IT'S ACTION, NOT JAWIN' THET'LL GIT US OUT O' THE PRESSURE COOKER, FELLERS!

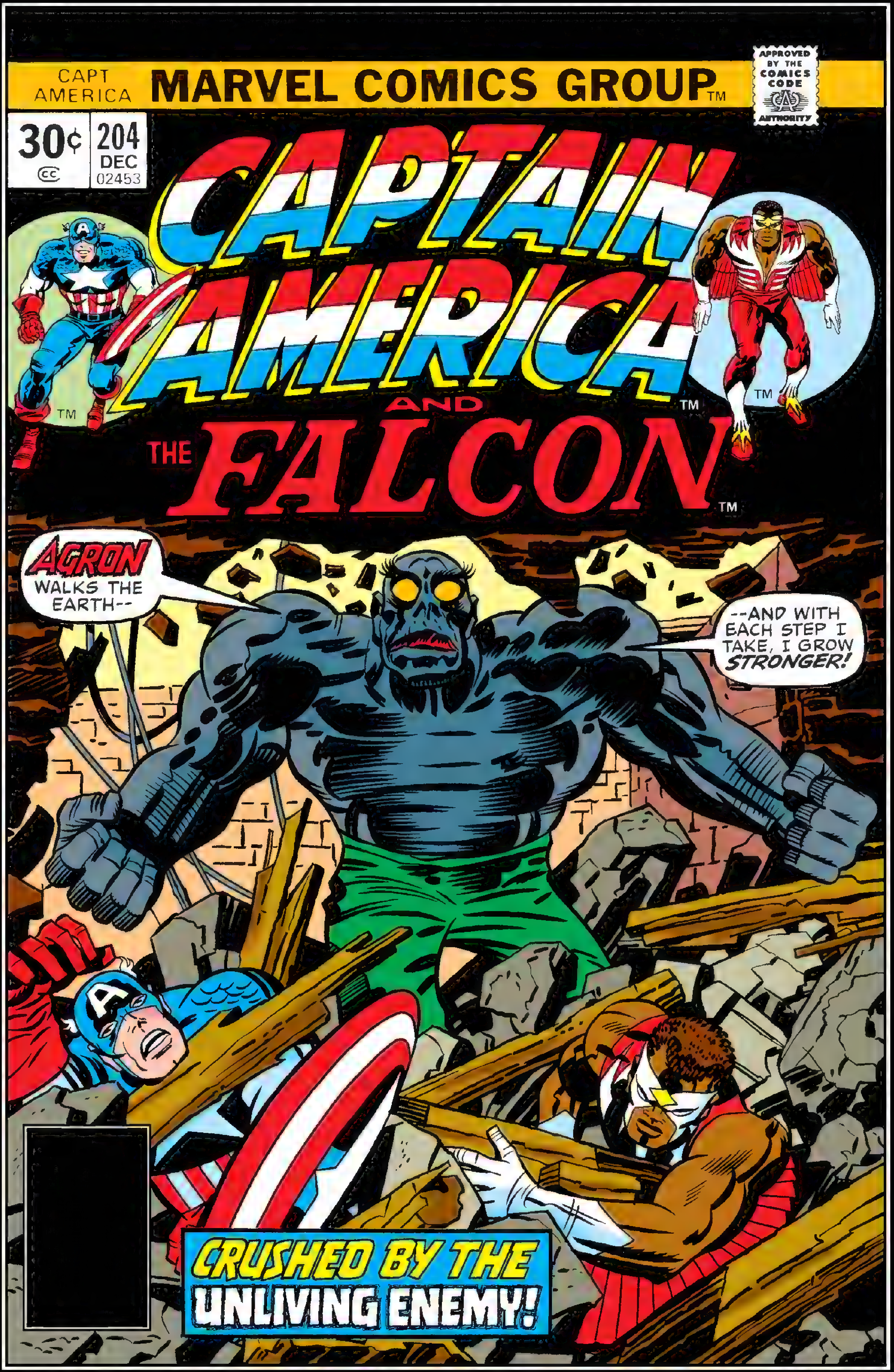

AT THAT MOMENT, THE BUILDING IS ROCKED BY THE MERCILESS HAMMERING OF MIGHTY FISTS! THE STONE WALLS CRACK AND YIELD TO SHOCK AFTER SHOCK, UNTIL...
RROWRR!
KKRAAAK!
NO! NO! FALL BACK!
A MONSTER HAS BROKEN THROUGH!! I'LL HANDLE HIM! DON'T GET IN MY WAY! STAND ASIDE!
HE MUST HAVE A WEAK SPOT! I'M A GOIN' T'STITCH A TRAIL TO IT WITH BULLETS!
BAMBAMBAM!!
DON'T BE A FOOL! IT'S USELESS TO FIGHT HIM HERE! HE'LL PULL THIS PLACE DOWN AND WRAP IT AROUND OUR EARS!
AH'LL FOLLA YUH... BUT AH AIM TUH HIT THET WEAK SPOT!
THE RETREAT IS TAKEN. BUT "TEXAS JACK" KEEPS FIRING!
POW! POW!
BLASTED CRITTER! HE'S BULLET-PROOF TO HIS TOES!
KEEP MOVING, TEXAS JACK! WE'LL FIND OTHER MEANS OF STOPPING THEM!
THERE IS SISTER SWEET! I'LL LOOK TO HER SAFETY!


BUT THE POUNDING CONTINUES EVERYWHERE! THE ARMY OF MONSTERS HAS ARRIVED IN FORCE TO WREAK HAVOC UPON THE SHELTER OF THEIR ENEMIES...
STONE AND TIMBER ARE SAVAGELY TORN AWAY! THE DEFENDING HUMANS RESIST THE ASSAULT WITH LITTLE SUCCESS. THEIR CHANCES DWINDLE IN THE FACE OF OVERWHELMING ODDS!!
W-WE CAN'T HOLD THEM!
RUN! RUN!
ONCE INSIDE THE BUILDING, THE RAMPAGING MONSTERS SMASH EVERYTHING IN THEIR PATH! THE FLOORS GIVE WAY BENEATH THEIR STAMPING FEET...
CRASH!
YAAA!!
THE FALSE SECURITY IN WHICH THE INMATES LIVED CRUMBLES RAPIDLY. THEIR PITIFUL CRIES SIGNAL AN END TO THE HUMAN'S EFFORT TO COLONIZE ANOTHER WORLD.
BROTHER WONDERFUL AND THE INQUISITOR ARE STILL OPTIMISTIC! THEY HAVE A PLAN, AND AN INSTRUMENT WITH WHICH TO CARRY IT OUT!
QUICKLY, BROTHER! HELP ME WHEEL THIS MACHINE IN PLACE!
ARE YOU CERTAIN THAT THIS WILL SUMMON THE MONSTERS?
YES! THIS "DIMENSIONAL TRANSPORTER" IS EQUIPPED WITH A SONIC DEVICE WHICH CAN PRODUCE A HOMING SOUND IRRESISTIBLE TO THE MONSTERS! THEIR OWN INSTINCTS WILL FORCE THEM TO LEAP THROUGH THE TRANSPORTER--TO EARTH!


WHEN ALL THE MONSTERS HAVE GONE THROUGH TO EARTH, I'LL SHUT DOWN THE TRANSPORTER, LEAVING OUR PEOPLE AS SOLE MASTERS OF THIS DIMENSION!
ZZZZRR
DID YUH GIT A WHIFF O' THET JABBER, CAP? HE'S GONNA FLOOD THE EARTH WITH THOSE MAN-HATIN' VARMINTS!
LET ME HANDLE THINGS, TEXAS JACK! THAT EXIT TO EARTH IS FOR HUMANS ONLY!
YOUR NEW MACHINE IS INGENIOUS, BROTHER WONDERFUL! IT SEEMS TO BE WORKING FINE! BUT ARE YOU CERTAIN THAT THE ENERGY DOOR TO EARTH IS OPEN?
MY WORK IS INFALLIBLE! ANYONE WHO STEPS THROUGH THAT WALL OF ENERGY WILL FIND HIMSELF ON EARTH!
DO YOU DARE TO DOUBT HIS WORD?
AH DON'T KNOW WHUT YER UP TO, CAP, BUT YOU'D BETTER MAKE IT STICK! I'D JUST AS SOON RUSH THOSE TWO AND TAKE OVER THET GADGET!
DON'T MAKE ANY SUDDEN MOVES! THEY'RE MAD--NOT STUPID!
THEY MIGHT WRECK THAT THING AND KILL OUR CHANCE OF RETURNING TO EARTH!
er, MY FRIEND, TEXAS JACK, IS SKEPTICAL OF YOUR SKILL, BROTHER...BUT, HE DOES HAVE A POINT! ANYONE KNOWS THAT A SCIENTIST OF WORTH ALWAYS TESTS HIS MACHINE WITH LIVE SUBJECTS...
NONSENSE! MY TRANSPORTER HAS NEVER FAILED ME!
BUT THIS IS A NEW MODEL! HOW CAN YOU POSSIBLY SAY THAT IT'S WORKING--IF YOU DON'T REALLY KNOW!!?
WELL, I-I SUPPOSE THERE'S STILL TIME FOR A QUICK TEST!!
THEN, I PROPOSE THAT YOU USE BROTHER FALCON AND SISTER SWEET AS HANDY SUBJECTS FOR YOUR TEST!
W-WE'LL GO--IF IT'S THE BROTHER'S WISH!


IT'S HIS WISH! GO! GO!!--AND DON'T RETURN UNLESS YOU'RE ORDERED TO!
WE SHALL CARRY OUT THE BROTHER'S WISH!
THEY'VE GONE THROUGH TO EARTH, TEXAS JACK! YOU'RE NEXT! DON'T ARGUE! JUST TAKE THE JUMP--AND MY THANKS FOR YOUR HELP!
DON'T CON ME, BOY! IF'N YOU DON'T FOLLA ME, I'LL BE BACK!-- GOOD LUCK TO YUH!
"TEXAS JACK" PLUNGES THROUGH THE ENERGY DOOR BEFORE BROTHER WONDERFUL CAN PROTEST.
WHAT'S THE MEANING OF THIS!?
NO HARM IN USING A BACK UP SUBJECT TO INSURE SUCCESS, BROTHER!
YOUR MACHINE IS WORKING! BUT YOU APPARENTLY HAVEN'T THOUGHT OF PROTECTING IT! WHAT IF IT SHOULD FALL INTO THE WRONG HANDS?
YOUR CRITICISM IS INTOLERABLE! I LEAVE NOTHING TO CHANCE! I'VE COVERED EVERY POSSIBLE CONTINGENCY IN THE EVENT OF UNEXPECTED DANGER!!
THIS "DESTRUCT MECHANISM" IS ALWAYS ON MY PERSON! IF I WERE TO PRESS THIS KNOB, THE TRANSPORTER WOULD BLOW ITSELF TO PIECES!
PERFECT!! THAT'S JUST PERFECT!!
ENOUGH! TIME HAS RUN OUT! I CAN HEAR THE MONSTERS APPROACH!
CAP SUDDENLY STRIKES LIKE A COBRA! IN THE SCUFFLE THAT FOLLOWS, THINGS HAPPEN FAST!
AAAAA! YOU'VE PUSHED ME THROUGH THE ENERGY DOOR!
GOODBYE, INQUISITOR! I'VE GOT WHAT I WANTED-- THE DESTRUCT GADGET!
YOU--YOU BETRAYED US!

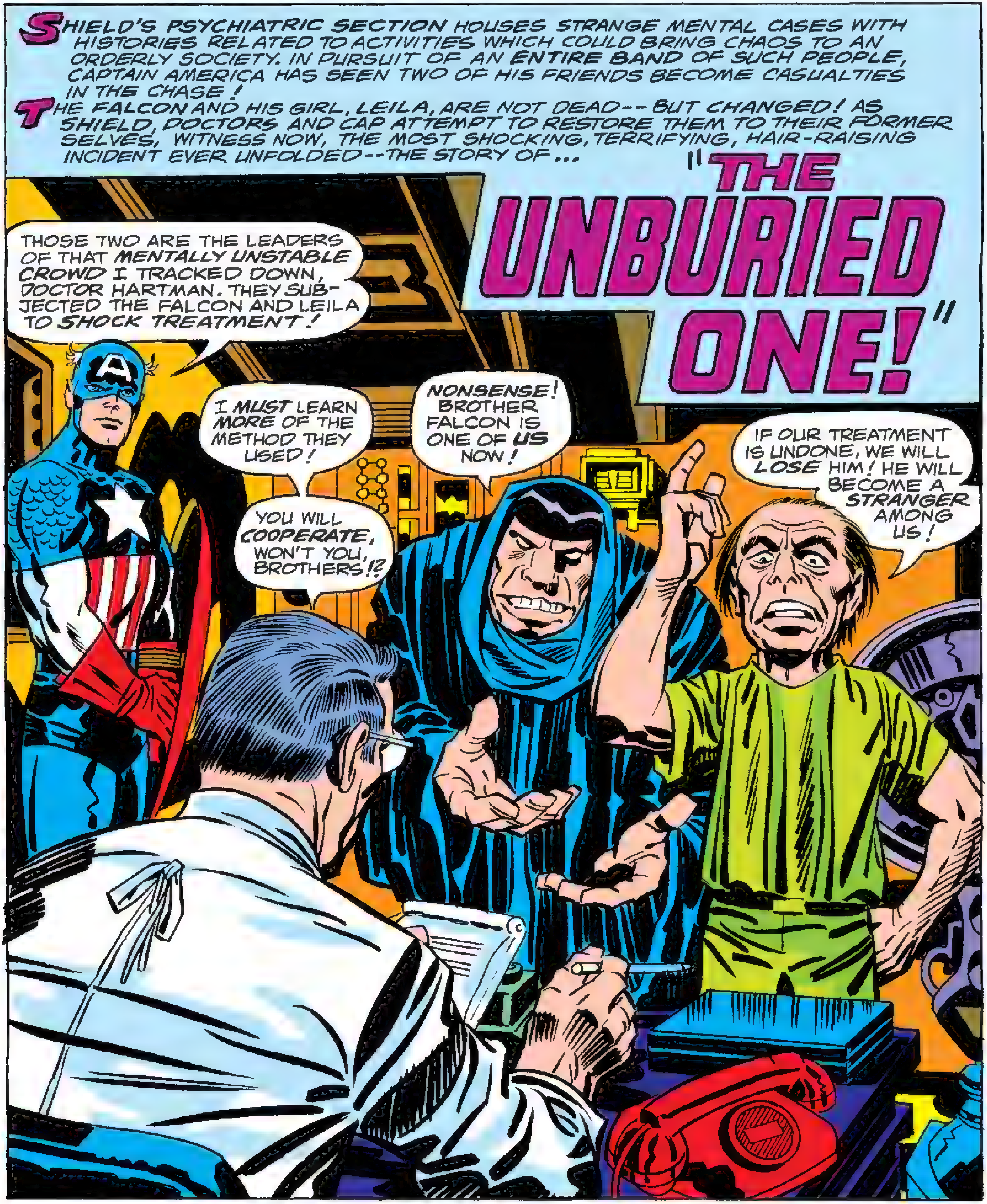

CAP'S NEXT MOVE IS TO RID HIMSELF OF BROTHER WONDERFUL! HE TOSSES HIM THROUGH THE ENERGY DOOR!!
GIVE MY REGARDS TO BROADWAY, WONDERFUL ONE!
SAVE US! THE MONSTERS ARE ALMOST UPON US!
WAIT! THE STRANGER SHOWS US AN AVENUE OF ESCAPE!
OUR BACKS ARE TO THE WALL!
QUICKLY, BROTHERS AND SISTERS! JUMP THROUGH! SAFETY LIES ON THE OTHER SIDE!!
WE HAVE NO CHOICE BUT TO GO!
THE LAST HUMAN TO LEAVE THIS WEIRD DIMENSION IS CAP HIMSELF! BUT BEFORE HE VANISHES, HE MAKES CERTAIN TO CLOSE THE DIMENSIONAL DOOR BEHIND HIM--FOREVER!!
HERE COME THE UGLIES!! ALL THEY'LL FIND NOW IS THIS LITTLE SOUVENIR OF OUR VISIT!
TIK-TIK-TIK-TIK!
WHEN CAP IS GONE, THE ACTIVATED DESTRUCT MECHANISM REMAINS TO GREET THE MONSTERS AS THEY ROAR INTO VIEW!!!
AAARR RARR!
TIK TIK TIK TIK
IGNITION OCCURS WITH UNEXPECTED POWER!! THE EXPLOSION CAUSES A CHAIN REACTION WHICH DESTROYS THE ENTIRE PLANETOID!!
THE TRANSPORTER AND ALL EVIDENCE OF HUMAN VENTURE INTO THE DISTANT DEEPS OF SPACE AND TIME, IS ERASED WITH ONE MIGHTY BLOW!!
SO WHAT'S NEW ON EARTH?
WELL, HARKEN, READERS--IF YOU DON'T GET THE NEXT ISSUE, YOU'LL MISS THE EERIEST CHARACTERS EVER SEEN IN COMICS!
"THE UNBURIED ONE!"

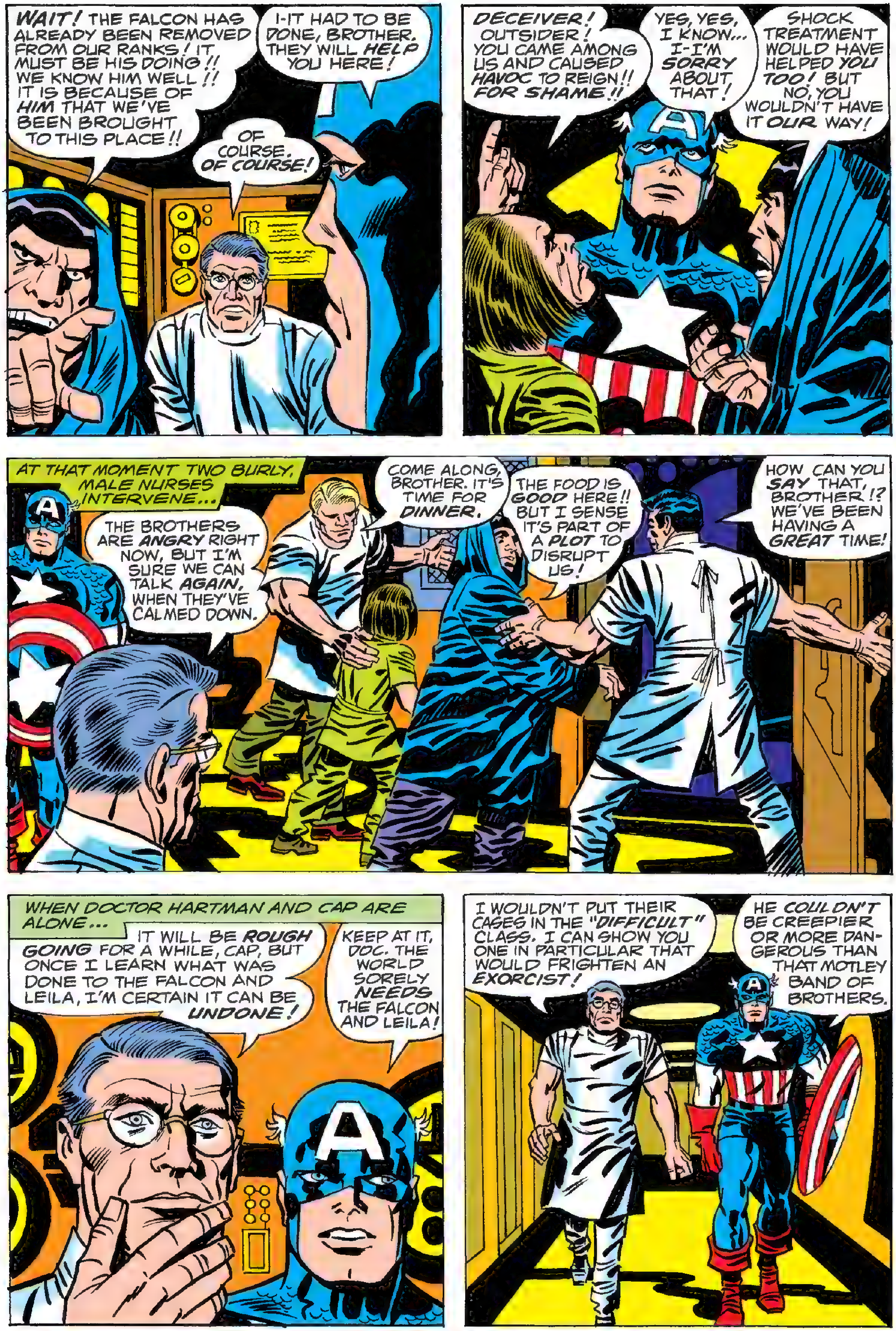

CAPT AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE CA AUTHORITY
30¢ CC
204 DEC 02453
CAPTAIN AMERICA AND THE FALCON™
™
™
AGRON WALKS THE EARTH--
--AND WITH EACH STEP I TAKE, I GROW STRONGER!
CRUSHED BY THE UNLIVING ENEMY!

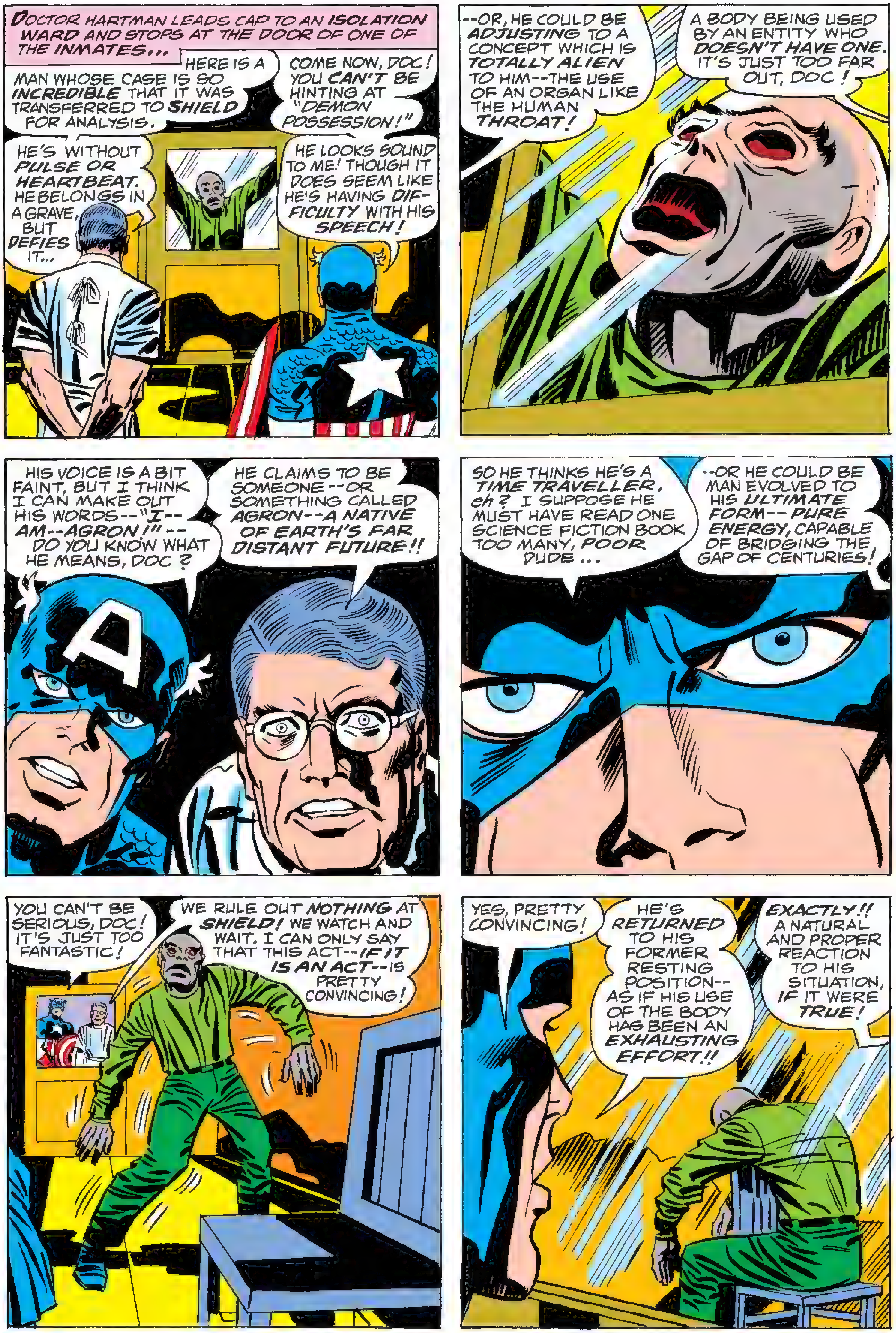
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

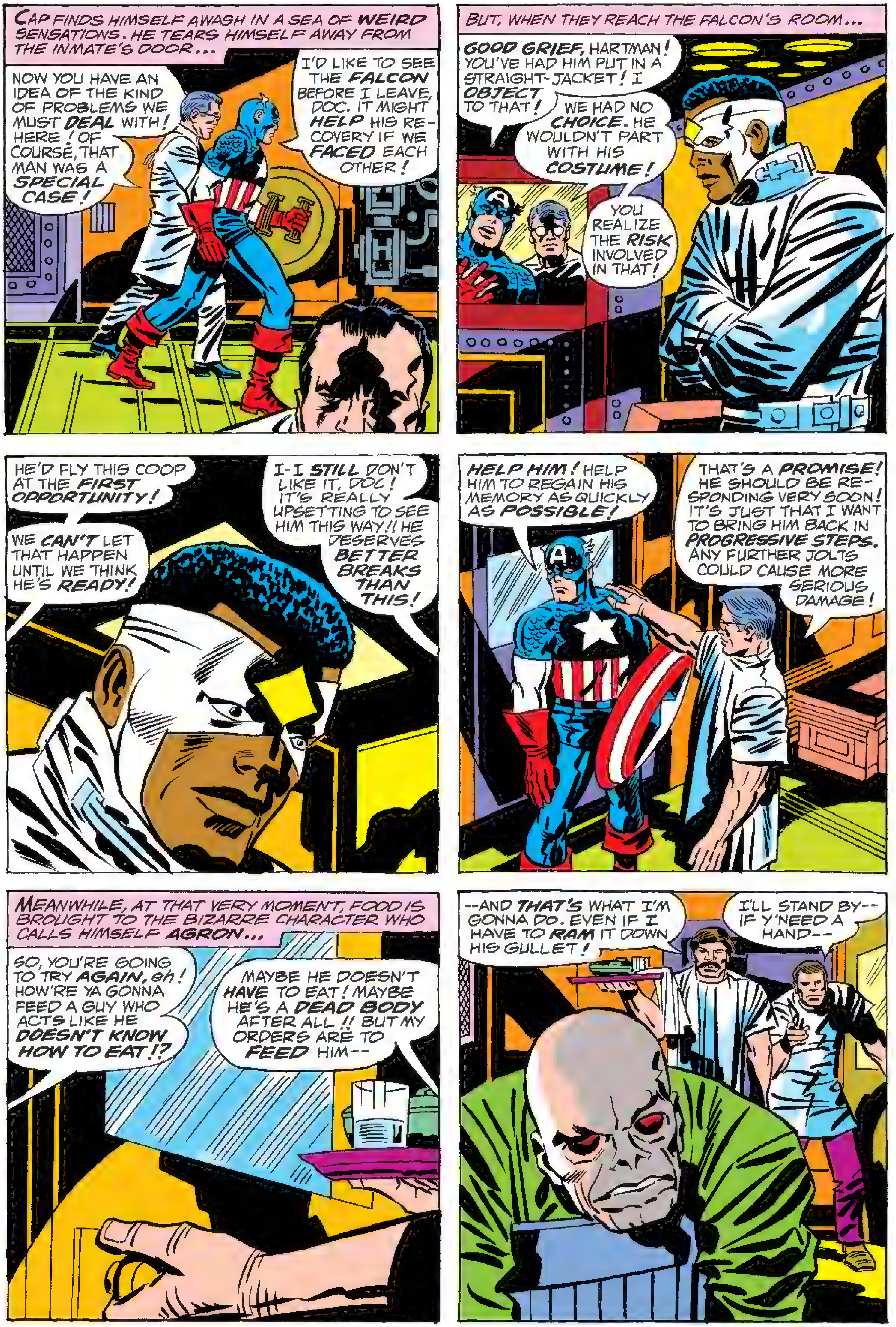
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

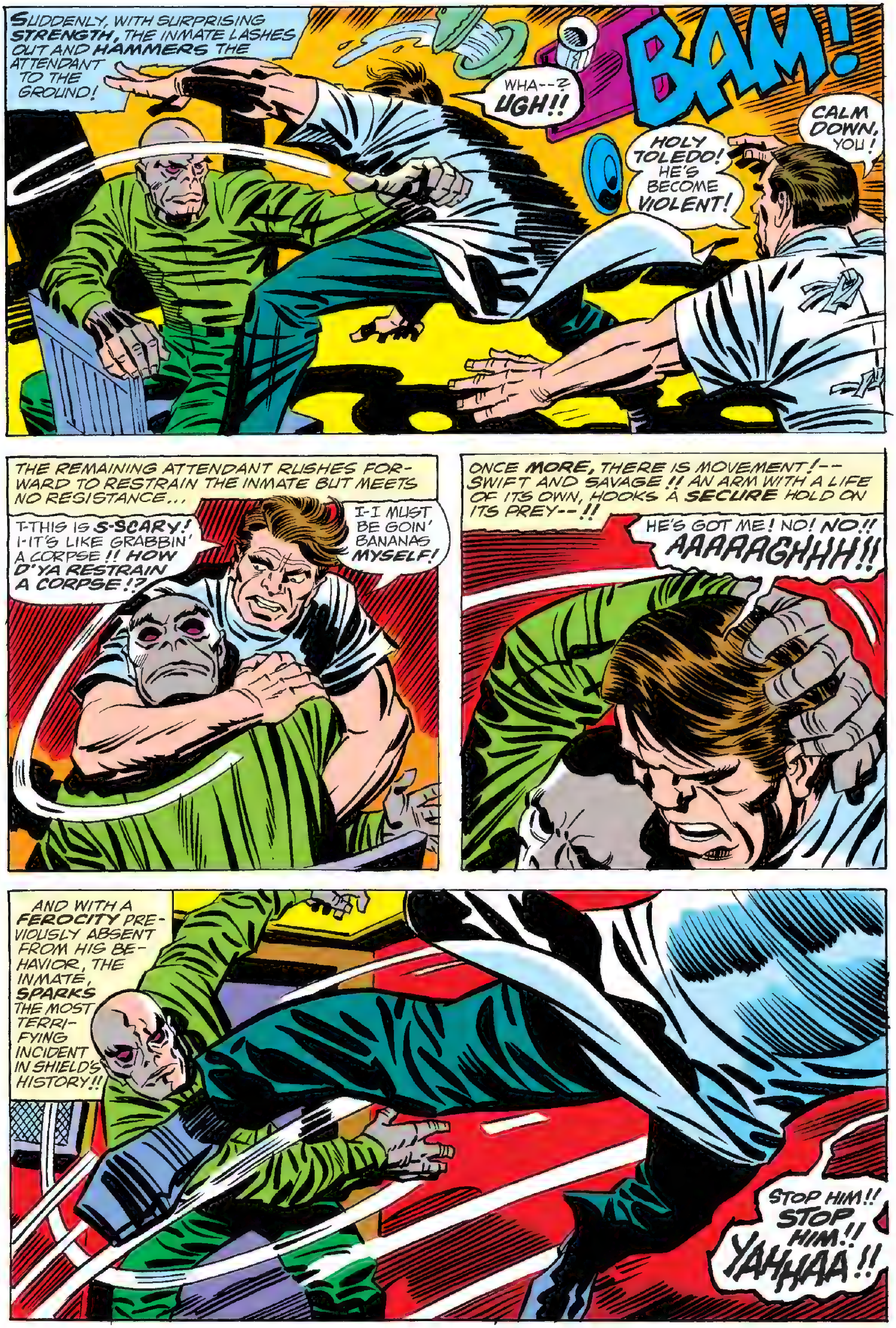
EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** / INKS F. GIACOIA / LETTERS GASPAR / COLORS J. COHEN / CONSULTING EDITOR ARCHIE GOODWIN

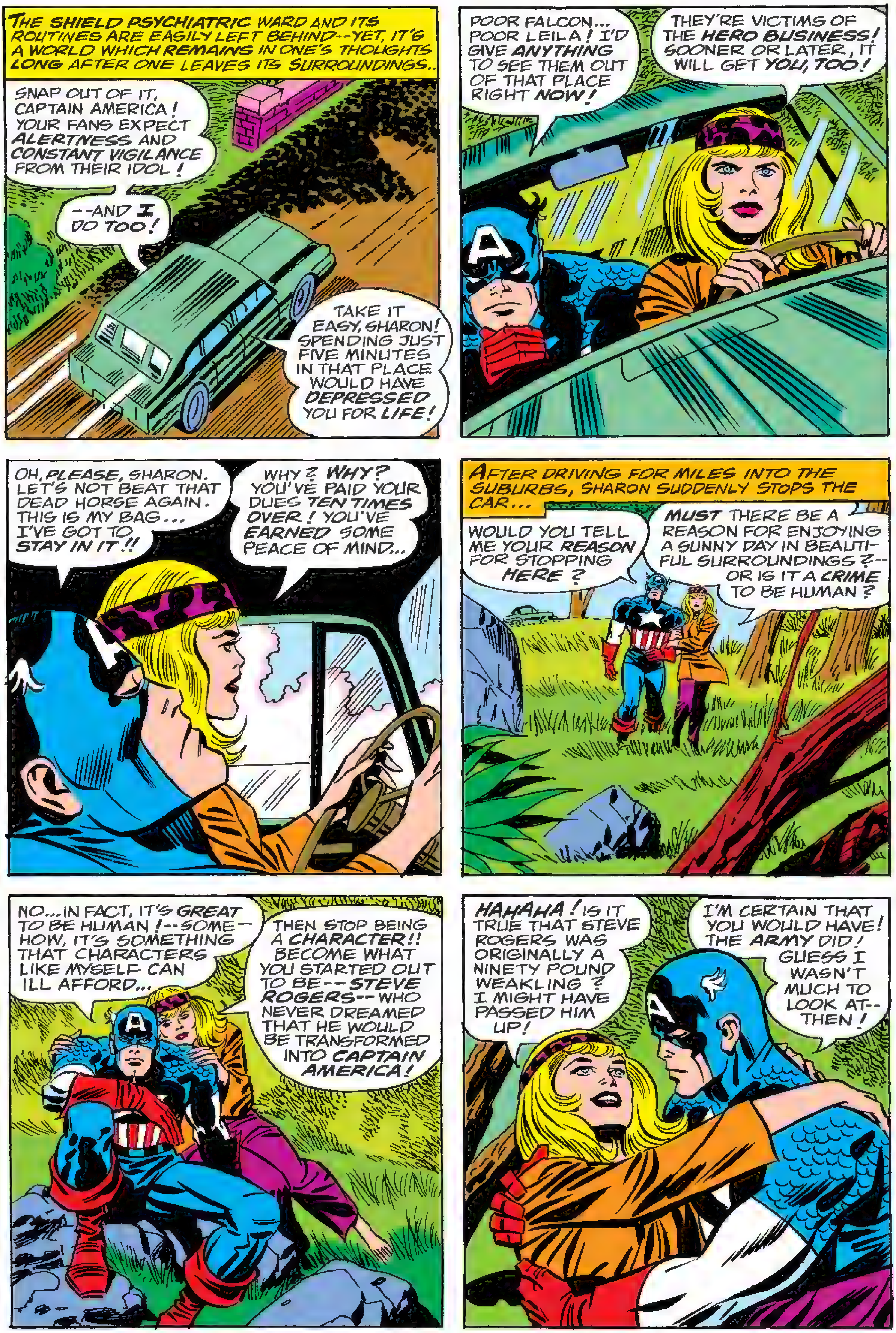

SHIELD'S PSYCHIATRIC SECTION HOUSES STRANGE MENTAL CASES WITH HISTORIES RELATED TO ACTIVITIES WHICH COULD BRING CHAOS TO AN ORDERLY SOCIETY. IN PURSUIT OF AN ENTIRE BAND OF SUCH PEOPLE, CAPTAIN AMERICA HAS SEEN TWO OF HIS FRIENDS BECOME CASUALTIES IN THE CHASE!
THE FALCON AND HIS GIRL, LEILA, ARE NOT DEAD--BUT CHANGED! AS SHIELD DOCTORS AND CAP ATTEMPT TO RESTORE THEM TO THEIR FORMER SELVES, WITNESS NOW, THE MOST SHOCKING, TERRIFYING, HAIR-RAISING INCIDENT EVER UNFOLDED--THE STORY OF...
"THE UNBURIED ONE!"
THOSE TWO ARE THE LEADERS OF THAT *MENTALLY UNSTABLE CROWD* I TRACKED DOWN, DOCTOR HARTMAN. THEY SUBJECTED THE FALCON AND LEILA TO *SHOCK TREATMENT!*
I *MUST* LEARN *MORE* OF THE METHOD THEY USED!
YOU WILL *COOPERATE,* WON'T YOU, BROTHERS!?
NONSENSE! BROTHER FALCON IS ONE OF *US* NOW!
IF OUR TREATMENT IS UNDONE, WE WILL *LOSE* HIM! HE WILL BECOME A *STRANGER* AMONG US!

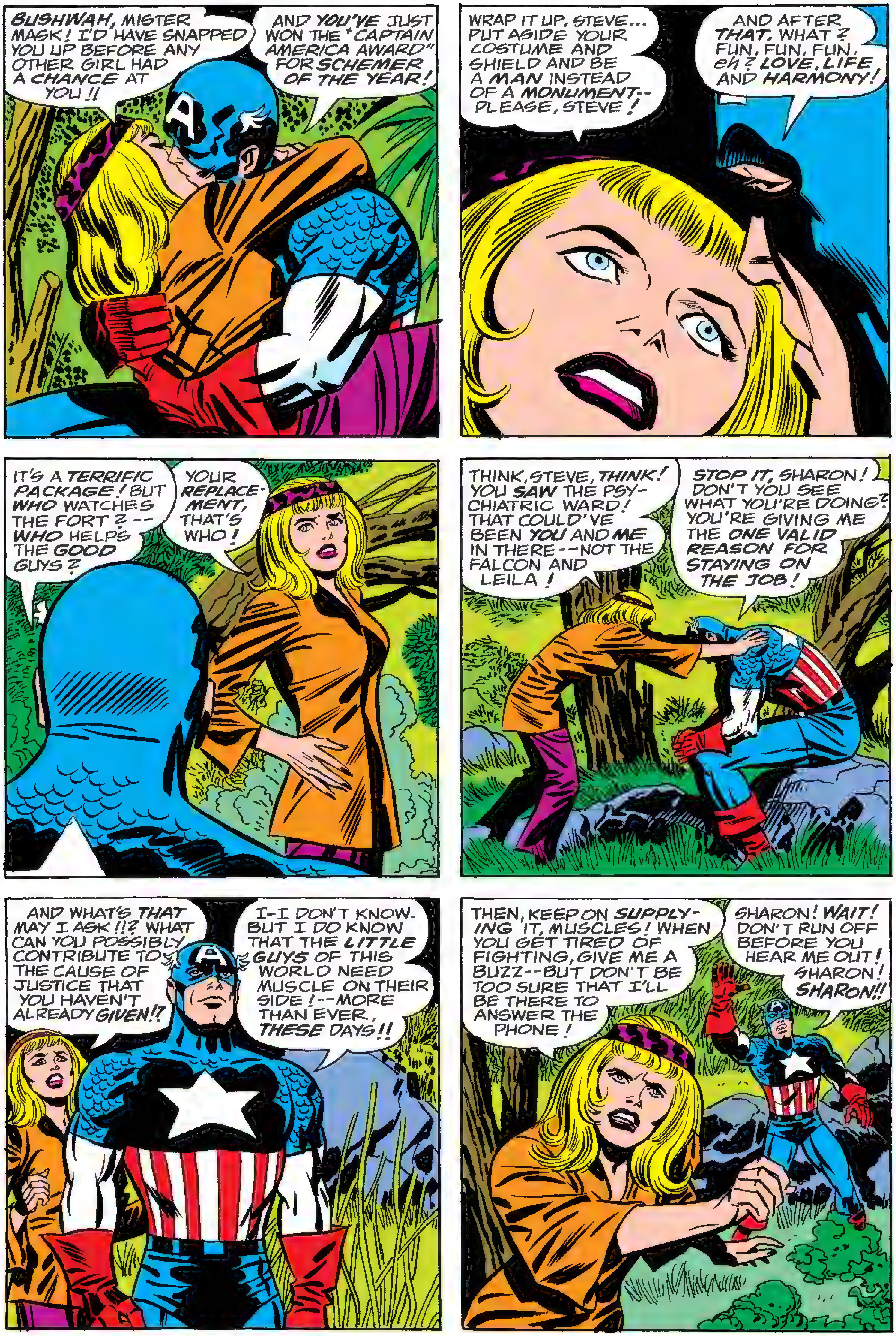

WAIT! THE FALCON HAS ALREADY BEEN REMOVED FROM OUR RANKS! IT MUST BE HIS DOING!! WE KNOW HIM WELL!! IT IS BECAUSE OF HIM THAT WE'VE BEEN BROUGHT TO THIS PLACE!!
I-IT HAD TO BE DONE, BROTHER. THEY WILL HELP YOU HERE!
OF COURSE. OF COURSE!
DECEIVER! OUTSIDER! YOU CAME AMONG US AND CAUSED HAVOC TO REIGN!! FOR SHAME!!
YES, YES, I KNOW... I-I'M SORRY ABOUT THAT!
SHOCK TREATMENT WOULD HAVE HELPED YOU TOO! BUT NO, YOU WOULDN'T HAVE IT OUR WAY!
AT THAT MOMENT TWO BURLY, MALE NURSES INTERVENE...
THE BROTHERS ARE ANGRY RIGHT NOW, BUT I'M SURE WE CAN TALK AGAIN, WHEN THEY'VE CALMED DOWN.
COME ALONG, BROTHER. IT'S TIME FOR DINNER.
THE FOOD IS GOOD HERE!! BUT I SENSE IT'S PART OF A PLOT TO DISRUPT US!
HOW CAN YOU SAY THAT, BROTHER!? WE'VE BEEN HAVING A GREAT TIME!
WHEN DOCTOR HARTMAN AND CAP ARE ALONE...
IT WILL BE ROUGH GOING FOR A WHILE, CAP, BUT ONCE I LEARN WHAT WAS DONE TO THE FALCON AND LEILA, I'M CERTAIN IT CAN BE UNDONE!
KEEP AT IT, DOC. THE WORLD SORELY NEEDS THE FALCON AND LEILA!
I WOULDN'T PUT THEIR CASES IN THE "DIFFICULT" CLASS. I CAN SHOW YOU ONE IN PARTICULAR THAT WOULD FRIGHTEN AN EXORCIST!
HE COULDN'T BE CREEPIER OR MORE DANGEROUS THAN THAT MOTLEY BAND OF BROTHERS.

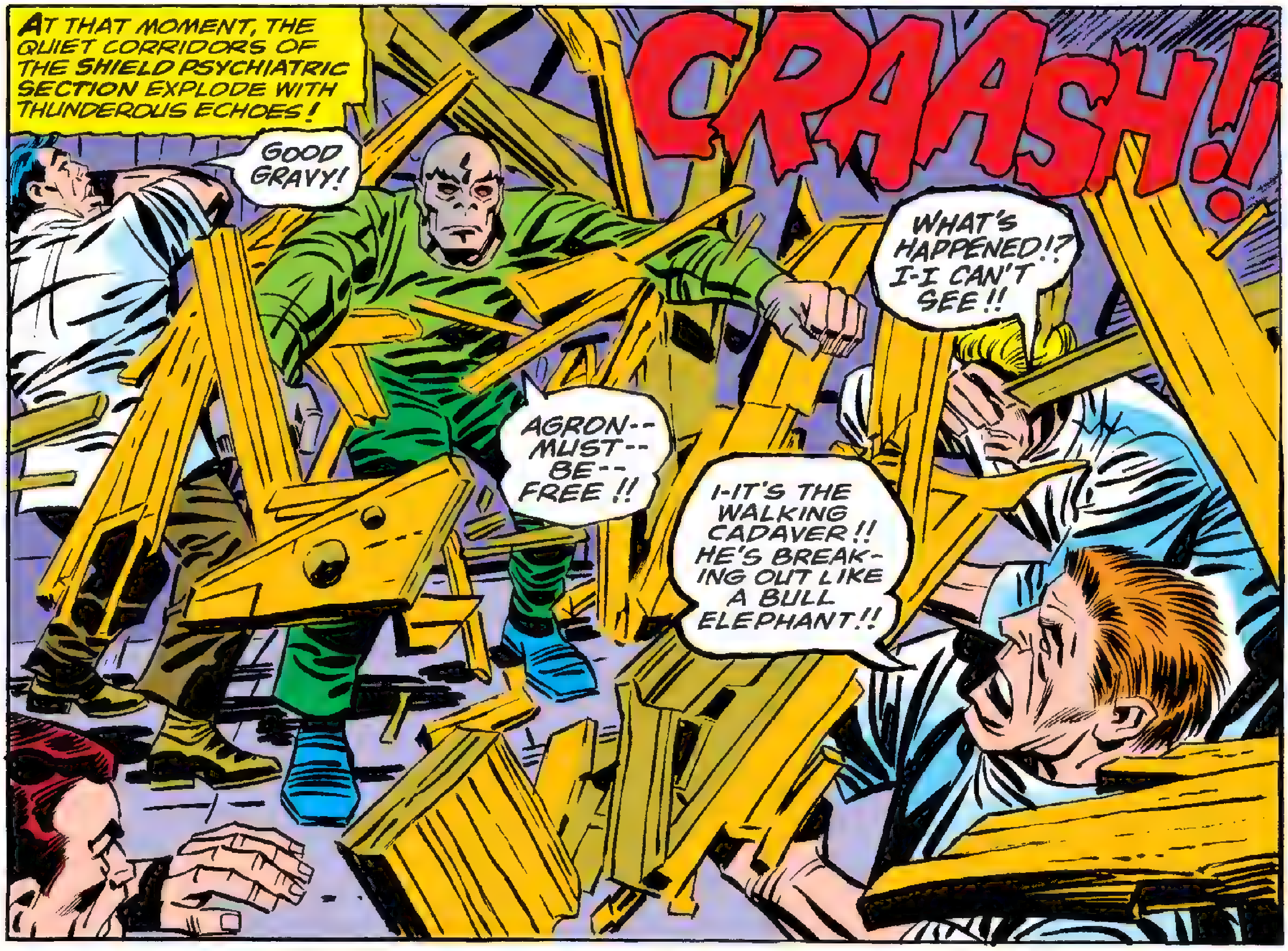

DOCTOR HARTMAN LEADS CAP TO AN ISOLATION WARD AND STOPS AT THE DOOR OF ONE OF THE INMATES...
HERE IS A MAN WHOSE CASE IS SO INCREDIBLE THAT IT WAS TRANSFERRED TO SHIELD FOR ANALYSIS.
COME NOW, DOC! YOU CAN'T BE HINTING AT "DEMON POSSESSION!"
HE'S WITHOUT PULSE OR HEARTBEAT. HE BELONGS IN A GRAVE, BUT DEFIES IT...
HE LOOKS SOUND TO ME! THOUGH IT DOES SEEM LIKE HE'S HAVING DIFFICULTY WITH HIS SPEECH!
--OR, HE COULD BE ADJUSTING TO A CONCEPT WHICH IS TOTALLY ALIEN TO HIM--THE USE OF AN ORGAN LIKE THE HUMAN THROAT!
A BODY BEING USED BY AN ENTITY WHO DOESN'T HAVE ONE. IT'S JUST TOO FAR OUT, DOC!
HIS VOICE IS A BIT FAINT, BUT I THINK I CAN MAKE OUT HIS WORDS--"I--AM--AGRON!"--DO YOU KNOW WHAT HE MEANS, DOC?
HE CLAIMS TO BE SOMEONE--OR SOMETHING CALLED AGRON--A NATIVE OF EARTH'S FAR DISTANT FUTURE!!
SO HE THINKS HE'S A TIME TRAVELLER, eh? I SUPPOSE HE MUST HAVE READ ONE SCIENCE FICTION BOOK TOO MANY, POOR DUDE...
--OR HE COULD BE MAN EVOLVED TO HIS ULTIMATE FORM--PURE ENERGY, CAPABLE OF BRIDGING THE GAP OF CENTURIES!
YOU CAN'T BE SERIOUS, DOC! IT'S JUST TOO FANTASTIC!
WE RULE OUT NOTHING AT SHIELD! WE WATCH AND WAIT. I CAN ONLY SAY THAT THIS ACT--IF IT IS AN ACT--IS PRETTY CONVINCING!
YES, PRETTY CONVINCING!
HE'S RETURNED TO HIS FORMER RESTING POSITION--AS IF HIS USE OF THE BODY HAS BEEN AN EXHAUSTING EFFORT!!
EXACTLY!! A NATURAL AND PROPER REACTION TO HIS SITUATION, IF IT WERE TRUE!

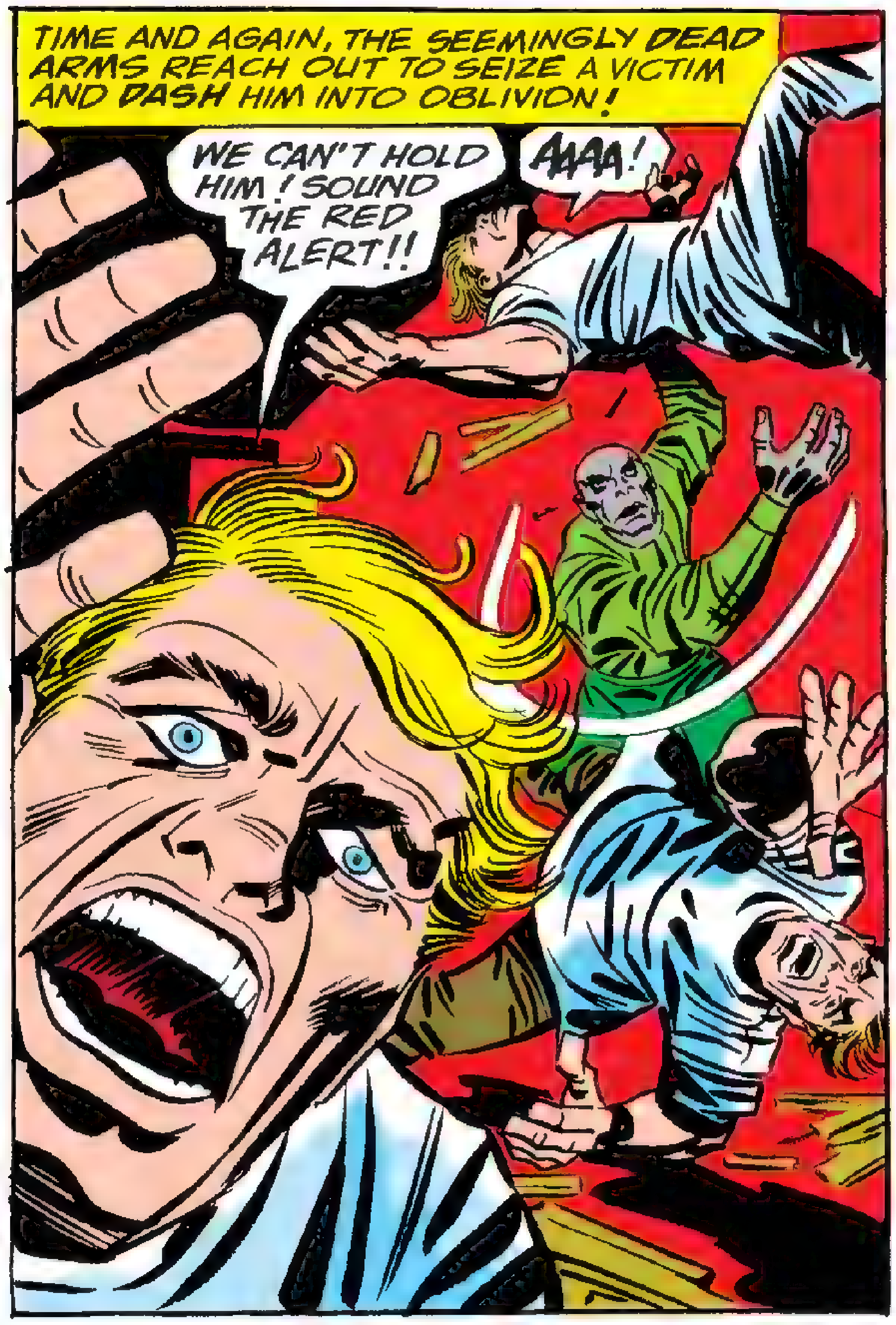

CAP FINDS HIMSELF AWASH IN A SEA OF WEIRD SENSATIONS. HE TEARS HIMSELF AWAY FROM THE INMATE'S DOOR...
NOW YOU HAVE AN IDEA OF THE KIND OF PROBLEMS WE MUST DEAL WITH! HERE! OF COURSE, THAT MAN WAS A SPECIAL CASE!
I'D LIKE TO SEE THE FALCON BEFORE I LEAVE, DOC. IT MIGHT HELP HIS RECOVERY IF WE FACED EACH OTHER!
BUT, WHEN THEY REACH THE FALCON'S ROOM...
GOOD GRIEF, HARTMAN! YOU'VE HAD HIM PUT IN A STRAIGHT-JACKET! I OBJECT TO THAT!
WE HAD NO CHOICE. HE WOULDN'T PART WITH HIS COSTUME!
YOU REALIZE THE RISK INVOLVED IN THAT!
HE'D FLY THIS COOP AT THE FIRST OPPORTUNITY!
WE CAN'T LET THAT HAPPEN UNTIL WE THINK HE'S READY!
I-I STILL DON'T LIKE IT, DOC! IT'S REALLY UPSETTING TO SEE HIM THIS WAY!! HE DESERVES BETTER BREAKS THAN THIS!
HELP HIM! HELP HIM TO REGAIN HIS MEMORY AS QUICKLY AS POSSIBLE!
THAT'S A PROMISE! HE SHOULD BE RESPONDING VERY SOON! IT'S JUST THAT I WANT TO BRING HIM BACK IN PROGRESSIVE STEPS. ANY FURTHER JOLTS COULD CAUSE MORE SERIOUS DAMAGE!
MEANWHILE, AT THAT VERY MOMENT, FOOD IS BROUGHT TO THE BIZARRE CHARACTER WHO CALLS HIMSELF AGRON...
SO, YOU'RE GOING TO TRY AGAIN, eh! HOW'RE YA GONNA FEED A GUY WHO ACTS LIKE HE DOESN'T KNOW HOW TO EAT!?
MAYBE HE DOESN'T HAVE TO EAT! MAYBE HE'S A DEAD BODY AFTER ALL!! BUT MY ORDERS ARE TO FEED HIM--
--AND THAT'S WHAT I'M GONNA DO. EVEN IF I HAVE TO RAM IT DOWN HIS GULLET!
I'LL STAND BY-- IF Y'NEED A HAND--

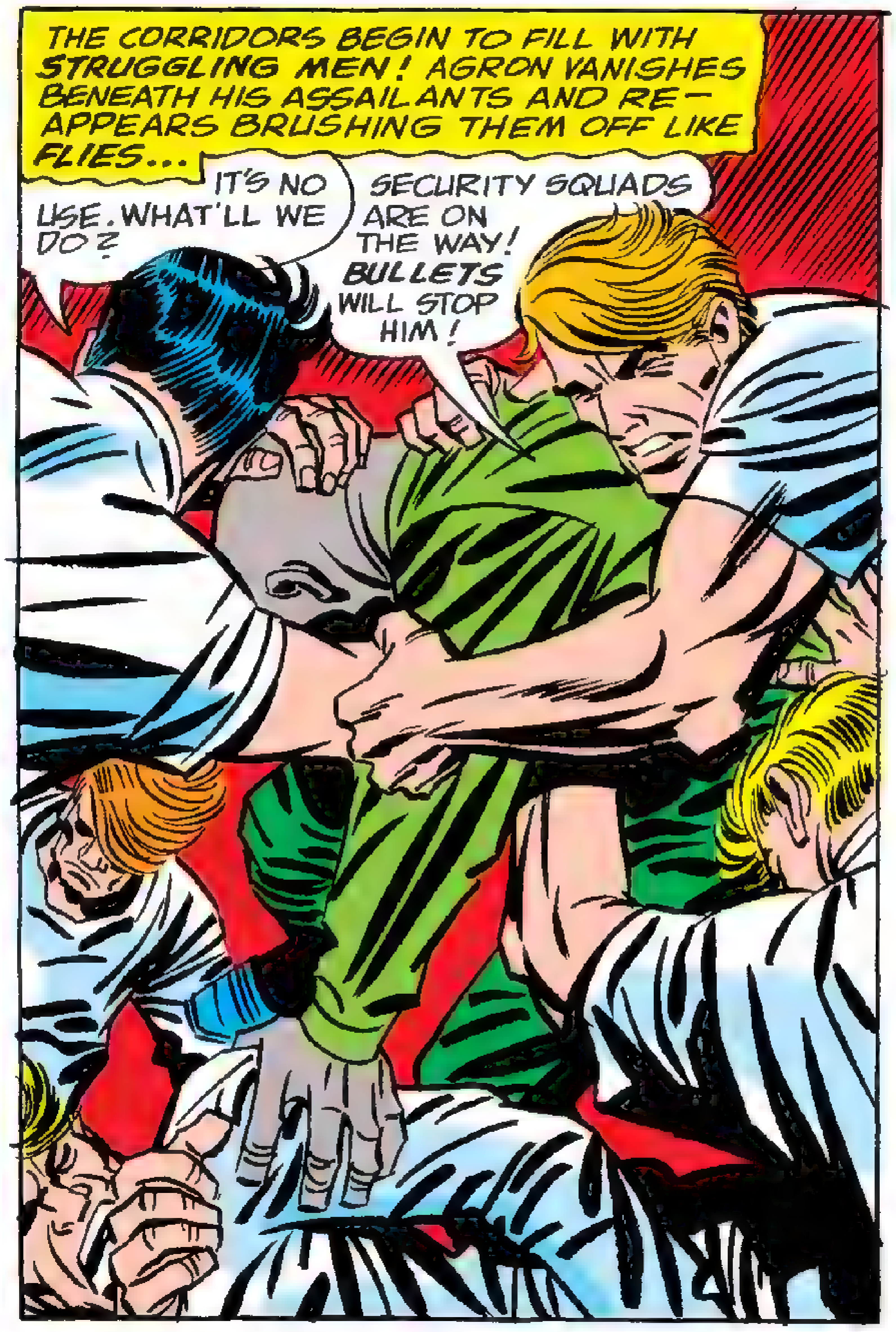

SUDDENLY, WITH SURPRISING **STRENGTH**, THE INMATE LASHES OUT AND **HAMMERS** THE ATTENDANT TO THE GROUND!
WHA--? **UGH!!**
BAM!
HOLY TOLEDO! HE'S BECOME **VIOLENT!**
CALM DOWN, YOU!
THE REMAINING ATTENDANT RUSHES FORWARD TO RESTRAIN THE INMATE BUT MEETS NO RESISTANCE...
T-THIS IS **S-SCARY!** I-IT'S LIKE GRABBIN' A CORPSE!! **HOW D'YA RESTRAIN A CORPSE!?**
I-I MUST BE GOIN' BANANAS **MYSELF!**
ONCE **MORE**, THERE IS MOVEMENT!-- SWIFT AND SAVAGE!! AN ARM WITH A LIFE OF ITS OWN, HOOKS A **SECURE** HOLD ON ITS PREY--!!
HE'S GOT ME! NO! **NO!! AAAAAGHHH!!**
AND WITH A **FEROCITY** PREVIOUSLY ABSENT FROM HIS BEHAVIOR, THE INMATE, **SPARKS** THE MOST TERRIFYING INCIDENT IN SHIELD'S HISTORY!!
STOP HIM!! **STOP HIM!! YAHHAA!!**

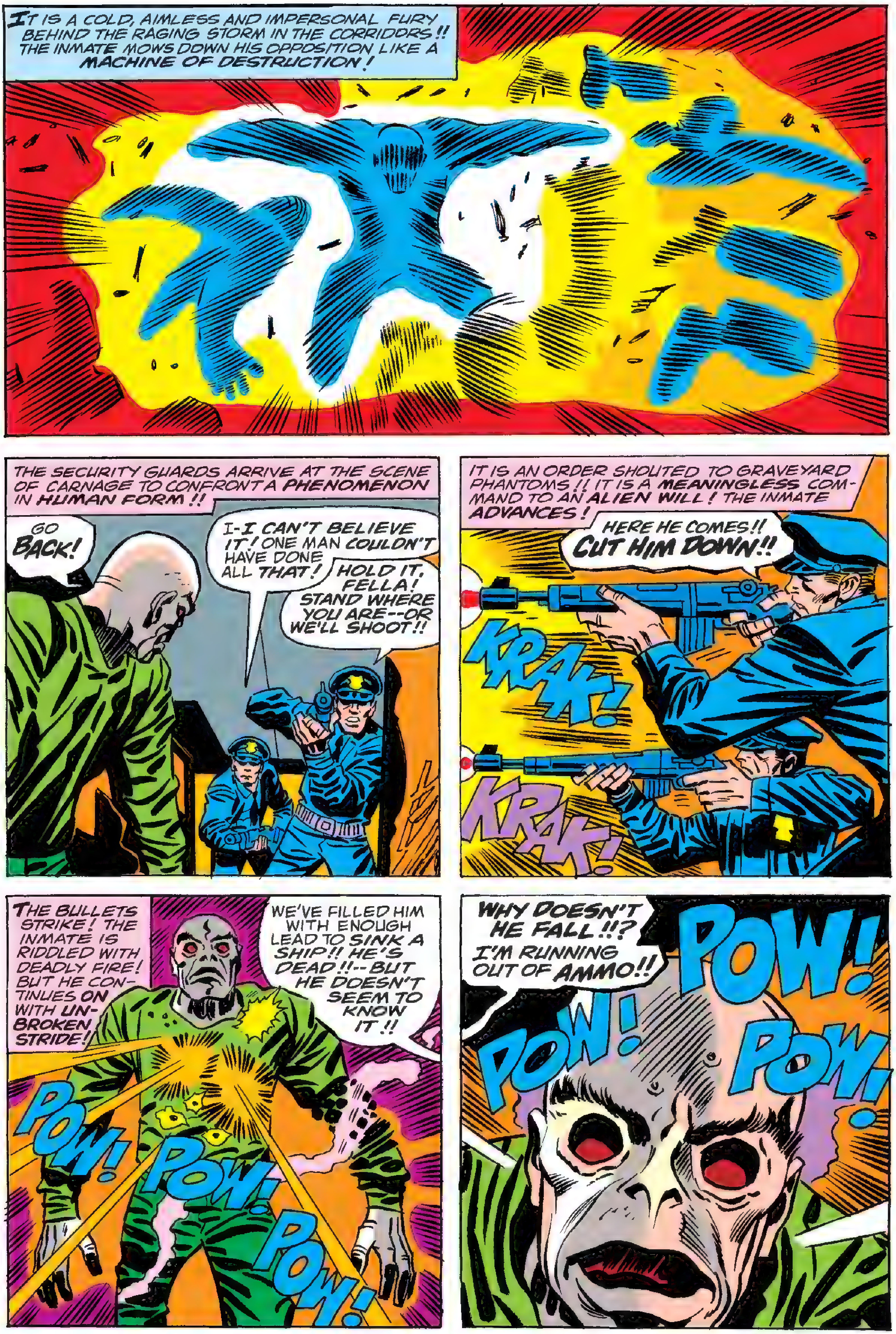

THE SHIELD PSYCHIATRIC WARD AND ITS ROUTINES ARE EASILY LEFT BEHIND--YET, IT'S A WORLD WHICH REMAINS IN ONE'S THOUGHTS LONG AFTER ONE LEAVES ITS SURROUNDINGS..
SNAP OUT OF IT, CAPTAIN AMERICA! YOUR FANS EXPECT ALERTNESS AND CONSTANT VIGILANCE FROM THEIR IDOL!
--AND I DO TOO!
TAKE IT EASY, SHARON! SPENDING JUST FIVE MINUTES IN THAT PLACE WOULD HAVE DEPRESSED YOU FOR LIFE!
POOR FALCON... POOR LEILA! I'D GIVE ANYTHING TO SEE THEM OUT OF THAT PLACE RIGHT NOW!
THEY'RE VICTIMS OF THE HERO BUSINESS! SOONER OR LATER, IT WILL GET YOU, TOO!
OH, PLEASE, SHARON. LET'S NOT BEAT THAT DEAD HORSE AGAIN. THIS IS MY BAG... I'VE GOT TO STAY IN IT!!
WHY? WHY? YOU'VE PAID YOUR DUES TEN TIMES OVER! YOU'VE EARNED SOME PEACE OF MIND...
AFTER DRIVING FOR MILES INTO THE SUBURBS, SHARON SUDDENLY STOPS THE CAR...
WOULD YOU TELL ME YOUR REASON FOR STOPPING HERE?
MUST THERE BE A REASON FOR ENJOYING A SUNNY DAY IN BEAUTIFUL SURROUNDINGS?--OR IS IT A CRIME TO BE HUMAN?
NO...IN FACT, IT'S GREAT TO BE HUMAN!--SOMEHOW, IT'S SOMETHING THAT CHARACTERS LIKE MYSELF CAN ILL AFFORD...
THEN STOP BEING A CHARACTER!! BECOME WHAT YOU STARTED OUT TO BE--STEVE ROGERS--WHO NEVER DREAMED THAT HE WOULD BE TRANSFORMED INTO CAPTAIN AMERICA!
HAHAHA! IS IT TRUE THAT STEVE ROGERS WAS ORIGINALLY A NINETY POUND WEAKLING? I MIGHT HAVE PASSED HIM UP!
I'M CERTAIN THAT YOU WOULD HAVE! THE ARMY DID! GUESS I WASN'T MUCH TO LOOK AT--THEN!

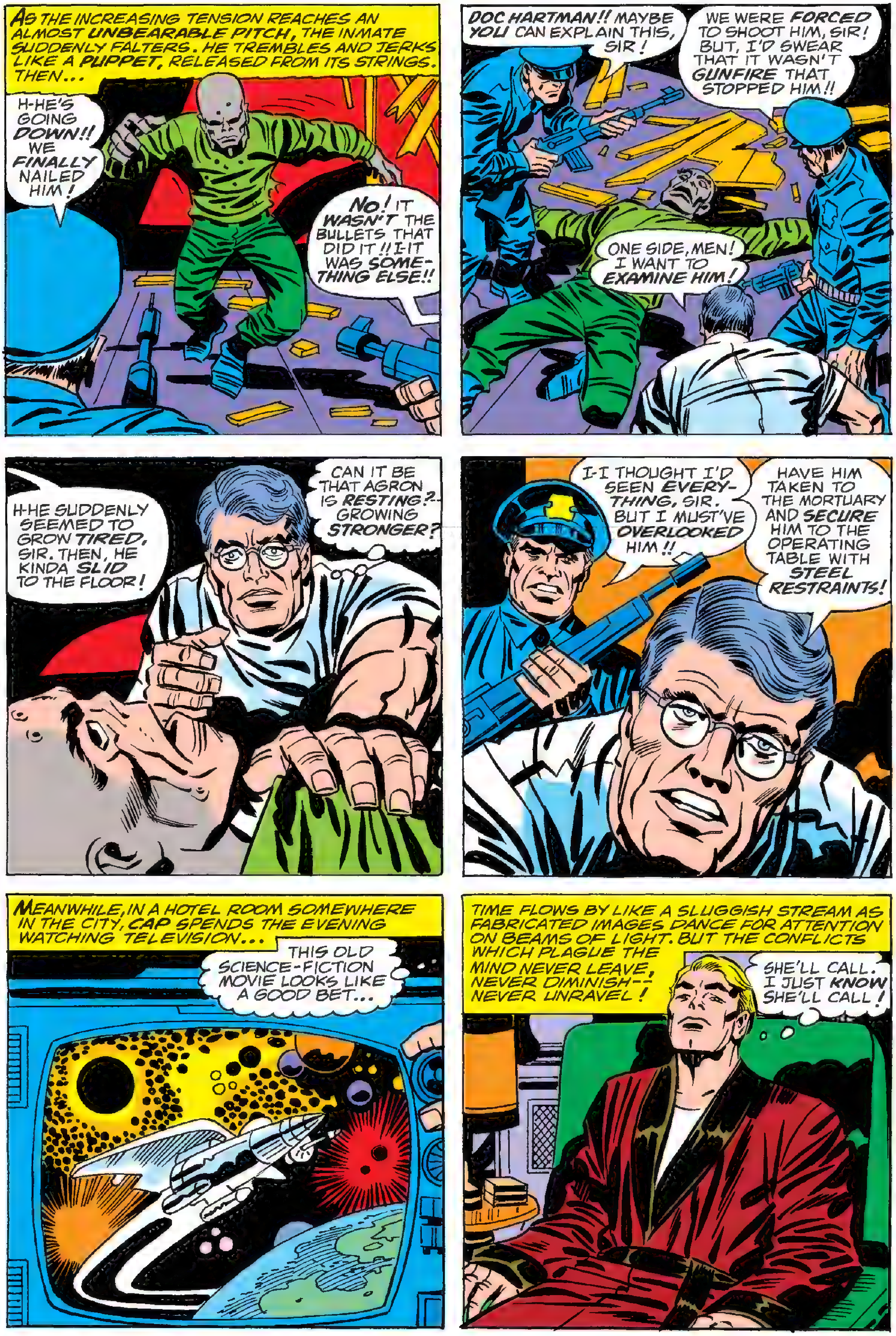

BUSHWAH, MISTER MASK! I'D HAVE SNAPPED YOU UP BEFORE ANY OTHER GIRL HAD A CHANCE AT YOU!!
AND YOU'VE JUST WON THE "CAPTAIN AMERICA AWARD" FOR SCHEMER OF THE YEAR!
WRAP IT UP, STEVE... PUT ASIDE YOUR COSTUME AND SHIELD AND BE A MAN INSTEAD OF A MONUMENT-- PLEASE, STEVE!
AND AFTER THAT, WHAT? FUN, FUN, FUN, eh? LOVE, LIFE AND HARMONY!
IT'S A TERRIFIC PACKAGE! BUT WHO WATCHES THE FORT?-- WHO HELPS THE GOOD GUYS?
YOUR REPLACEMENT, THAT'S WHO!
THINK, STEVE, THINK! YOU SAW THE PSYCHIATRIC WARD! THAT COULD'VE BEEN YOU AND ME IN THERE--NOT THE FALCON AND LEILA!
STOP IT, SHARON! DON'T YOU SEE WHAT YOU'RE DOING? YOU'RE GIVING ME THE ONE VALID REASON FOR STAYING ON THE JOB!
AND WHAT'S THAT MAY I ASK!!? WHAT CAN YOU POSSIBLY CONTRIBUTE TO THE CAUSE OF JUSTICE THAT YOU HAVEN'T ALREADY GIVEN!?
I-I DON'T KNOW. BUT I DO KNOW THAT THE LITTLE GUYS OF THIS WORLD NEED MUSCLE ON THEIR SIDE!--MORE THAN EVER, THESE DAYS!!
THEN, KEEP ON SUPPLYING IT, MUSCLES! WHEN YOU GET TIRED OF FIGHTING, GIVE ME A BUZZ--BUT DON'T BE TOO SURE THAT I'LL BE THERE TO ANSWER THE PHONE!
SHARON! WAIT! DON'T RUN OFF BEFORE YOU HEAR ME OUT! SHARON! SHARON!!

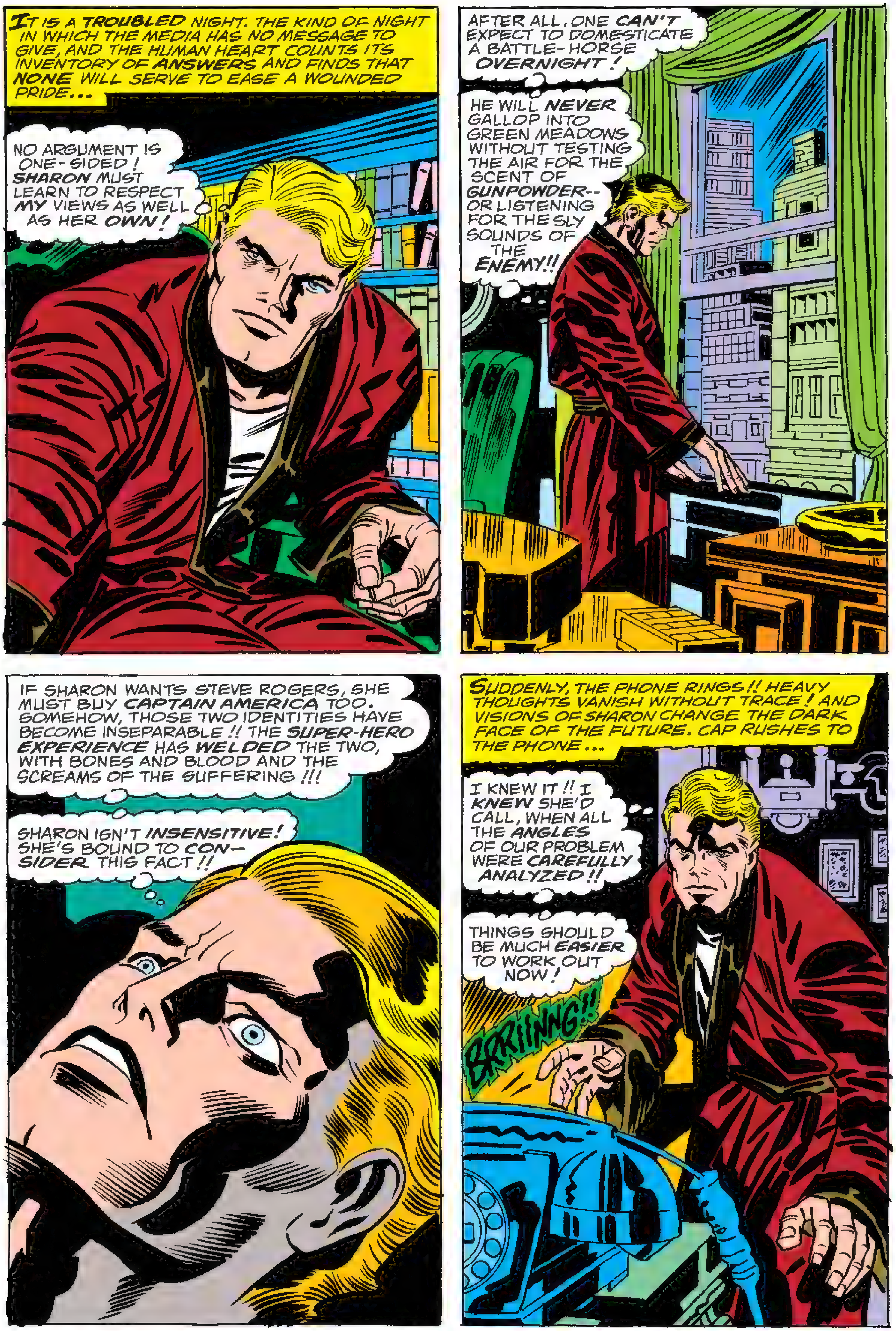

AT THAT MOMENT, THE QUIET CORRIDORS OF THE **SHIELD PSYCHIATRIC SECTION** EXPLODE WITH THUNDEROUS ECHOES!
CRAASH!!
GOOD GRAVY!
WHAT'S HAPPENED!? I-I CAN'T SEE!!
AGRON-- MUST-- BE-- FREE!!
I-IT'S THE WALKING CADAVER!! HE'S BREAKING OUT LIKE A BULL ELEPHANT!!

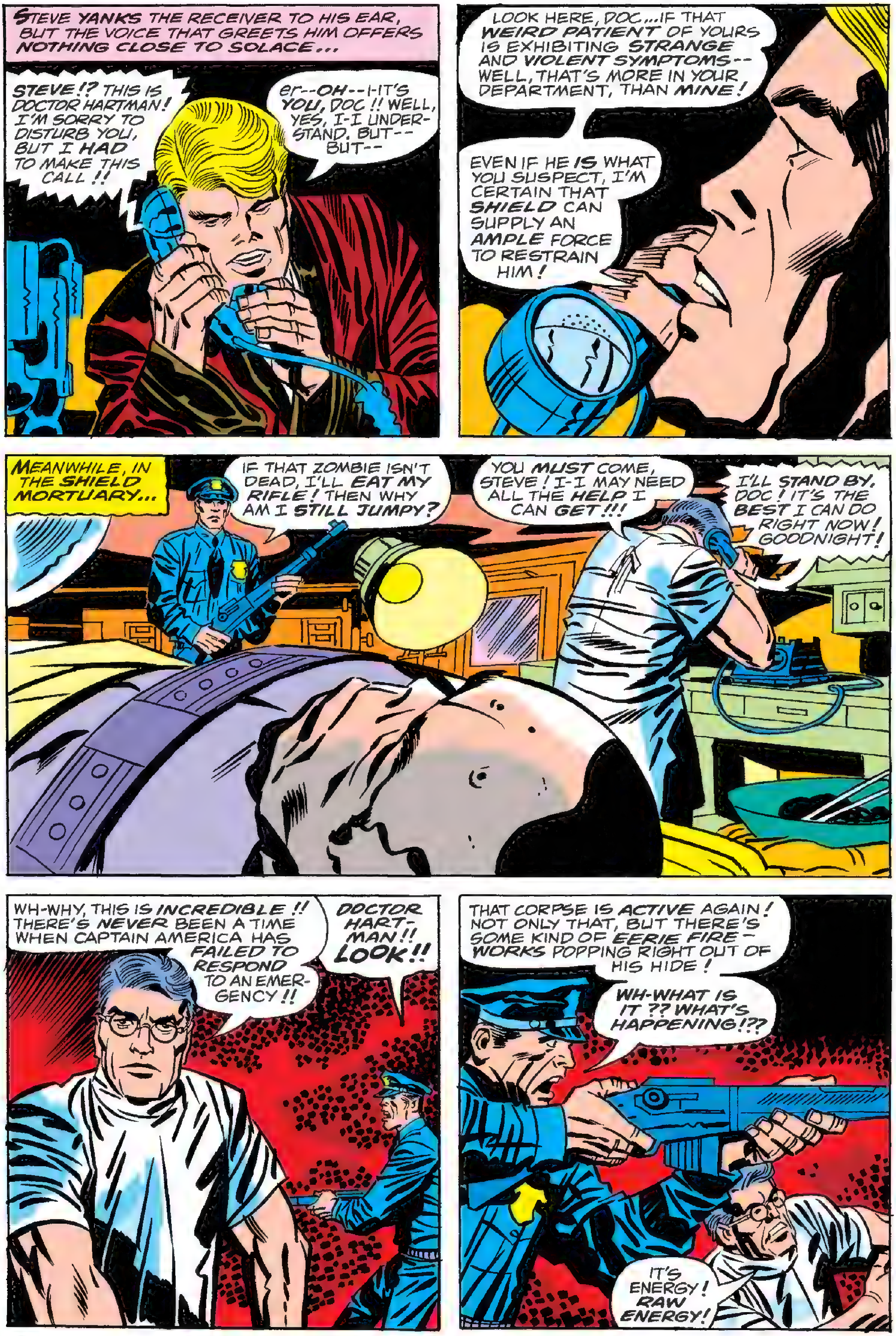

TIME AND AGAIN, THE SEEMINGLY **DEAD ARMS** REACH OUT TO SEIZE A VICTIM AND **DASH** HIM INTO OBLIVION!
WE CAN'T HOLD HIM! SOUND THE RED ALERT!!
AAAA!

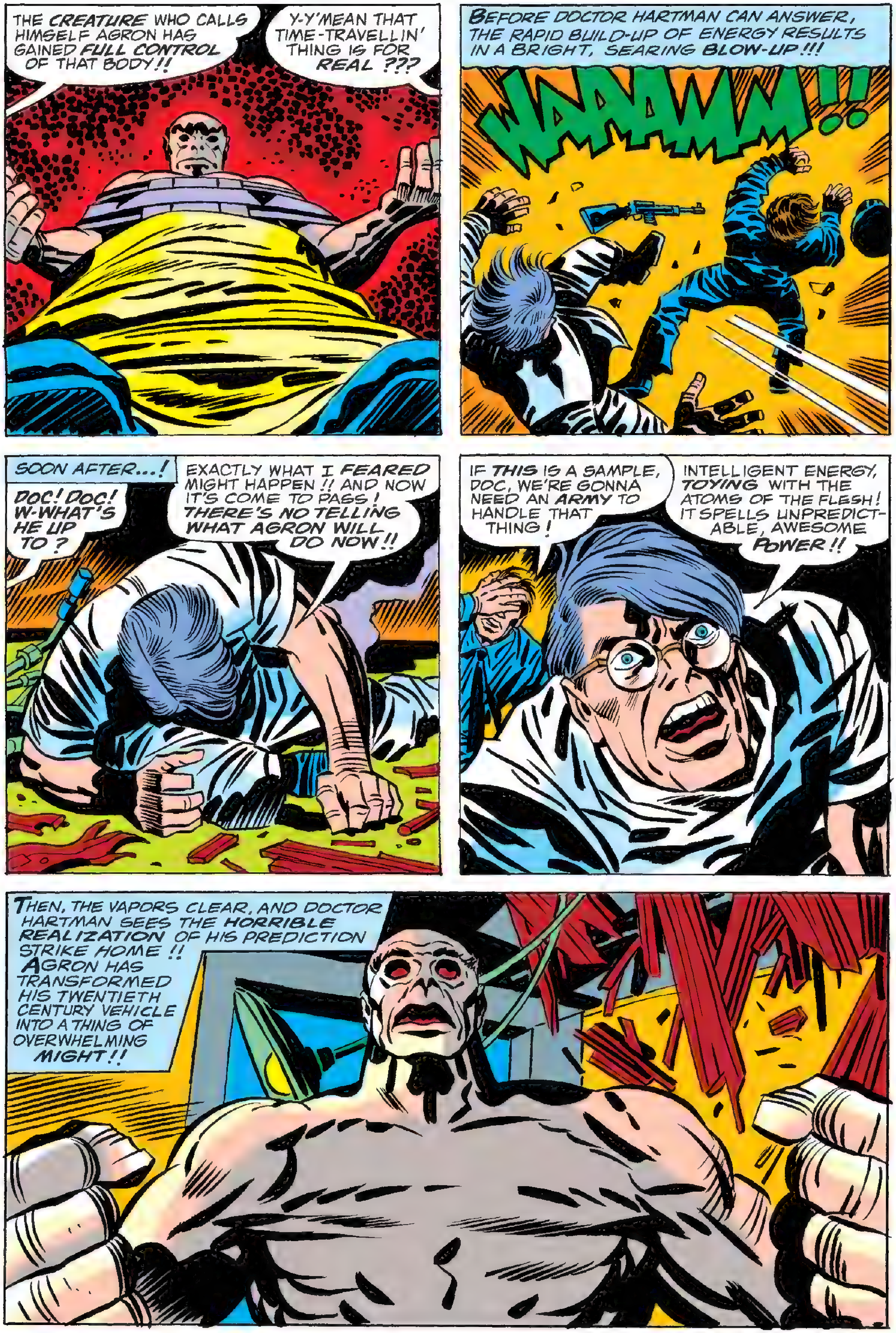

THE CORRIDORS BEGIN TO FILL WITH **STRUGGLING MEN!** AGRON VANISHES BENEATH HIS ASSAILANTS AND RE-APPEARS BRUSHING THEM OFF LIKE **FLIES**...
IT'S NO USE. WHAT'LL WE DO?
SECURITY SQUADS ARE ON THE WAY! **BULLETS** WILL STOP HIM!

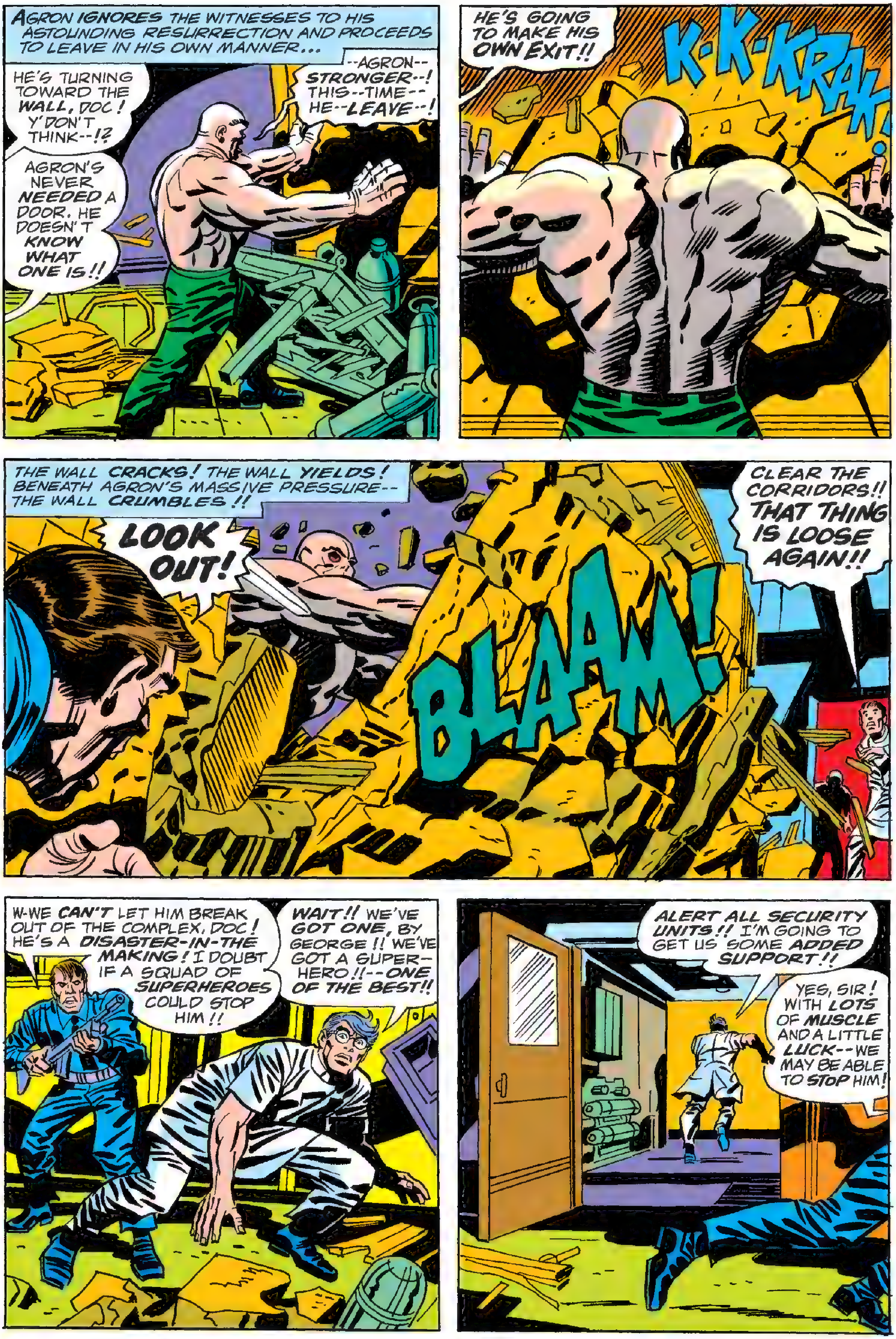

IT IS A COLD, AIMLESS AND IMPERSONAL FURY BEHIND THE RAGING STORM IN THE CORRIDORS!! THE INMATE MOWS DOWN HIS OPPOSITION LIKE A MACHINE OF DESTRUCTION!
THE SECURITY GUARDS ARRIVE AT THE SCENE OF CARNAGE TO CONFRONT A PHENOMENON IN HUMAN FORM!!
GO BACK!
I-I CAN'T BELIEVE IT! ONE MAN COULDN'T HAVE DONE ALL THAT!
HOLD IT, FELLA! STAND WHERE YOU ARE--OR WE'LL SHOOT!!
IT IS AN ORDER SHOUTED TO GRAVEYARD PHANTOMS!! IT IS A MEANINGLESS COMMAND TO AN ALIEN WILL! THE INMATE ADVANCES!
HERE HE COMES!! CUT HIM DOWN!!
KRAK!
KRAK!
THE BULLETS STRIKE! THE INMATE IS RIDDLED WITH DEADLY FIRE! BUT HE CONTINUES ON WITH UNBROKEN STRIDE!
WE'VE FILLED HIM WITH ENOUGH LEAD TO SINK A SHIP!! HE'S DEAD!!--BUT HE DOESN'T SEEM TO KNOW IT!!
POW! POW! POW!
WHY DOESN'T HE FALL!!? I'M RUNNING OUT OF AMMO!!
POW! POW! POW!

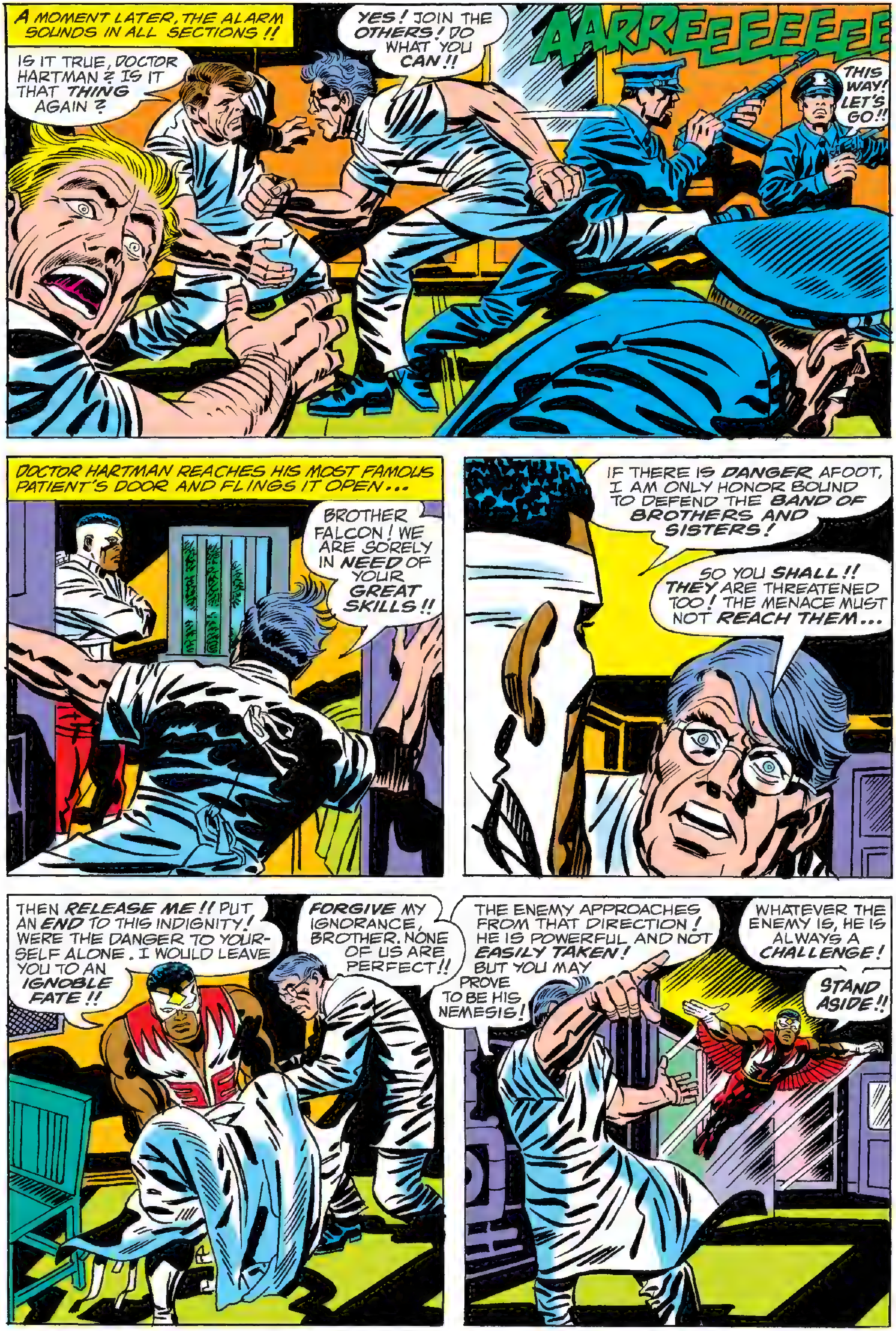

AS THE INCREASING TENSION REACHES AN ALMOST UNBEARABLE PITCH, THE INMATE SUDDENLY FALTERS. HE TREMBLES AND JERKS LIKE A PUPPET, RELEASED FROM ITS STRINGS. THEN...
H-HE'S GOING DOWN!! WE FINALLY NAILED HIM!
NO! IT WASN'T THE BULLETS THAT DID IT!! I-IT WAS SOMETHING ELSE!!
DOC HARTMAN!! MAYBE YOU CAN EXPLAIN THIS, SIR!
WE WERE FORCED TO SHOOT HIM, SIR! BUT, I'D SWEAR THAT IT WASN'T GUNFIRE THAT STOPPED HIM!!
ONE SIDE, MEN! I WANT TO EXAMINE HIM!
H-HE SUDDENLY SEEMED TO GROW TIRED, SIR. THEN, HE KINDA SLID TO THE FLOOR!
CAN IT BE THAT AGRON IS RESTING?-- GROWING STRONGER?
I-I THOUGHT I'D SEEN EVERYTHING, SIR. BUT I MUST'VE OVERLOOKED HIM!!
HAVE HIM TAKEN TO THE MORTUARY AND SECURE HIM TO THE OPERATING TABLE WITH STEEL RESTRAINTS!
MEANWHILE, IN A HOTEL ROOM SOMEWHERE IN THE CITY, CAP SPENDS THE EVENING WATCHING TELEVISION...
THIS OLD SCIENCE-FICTION MOVIE LOOKS LIKE A GOOD BET...
TIME FLOWS BY LIKE A SLUGGISH STREAM AS FABRICATED IMAGES DANCE FOR ATTENTION ON BEAMS OF LIGHT. BUT THE CONFLICTS WHICH PLAGUE THE MIND NEVER LEAVE, NEVER DIMINISH-- NEVER UNRAVEL!
SHE'LL CALL. I JUST KNOW SHE'LL CALL!

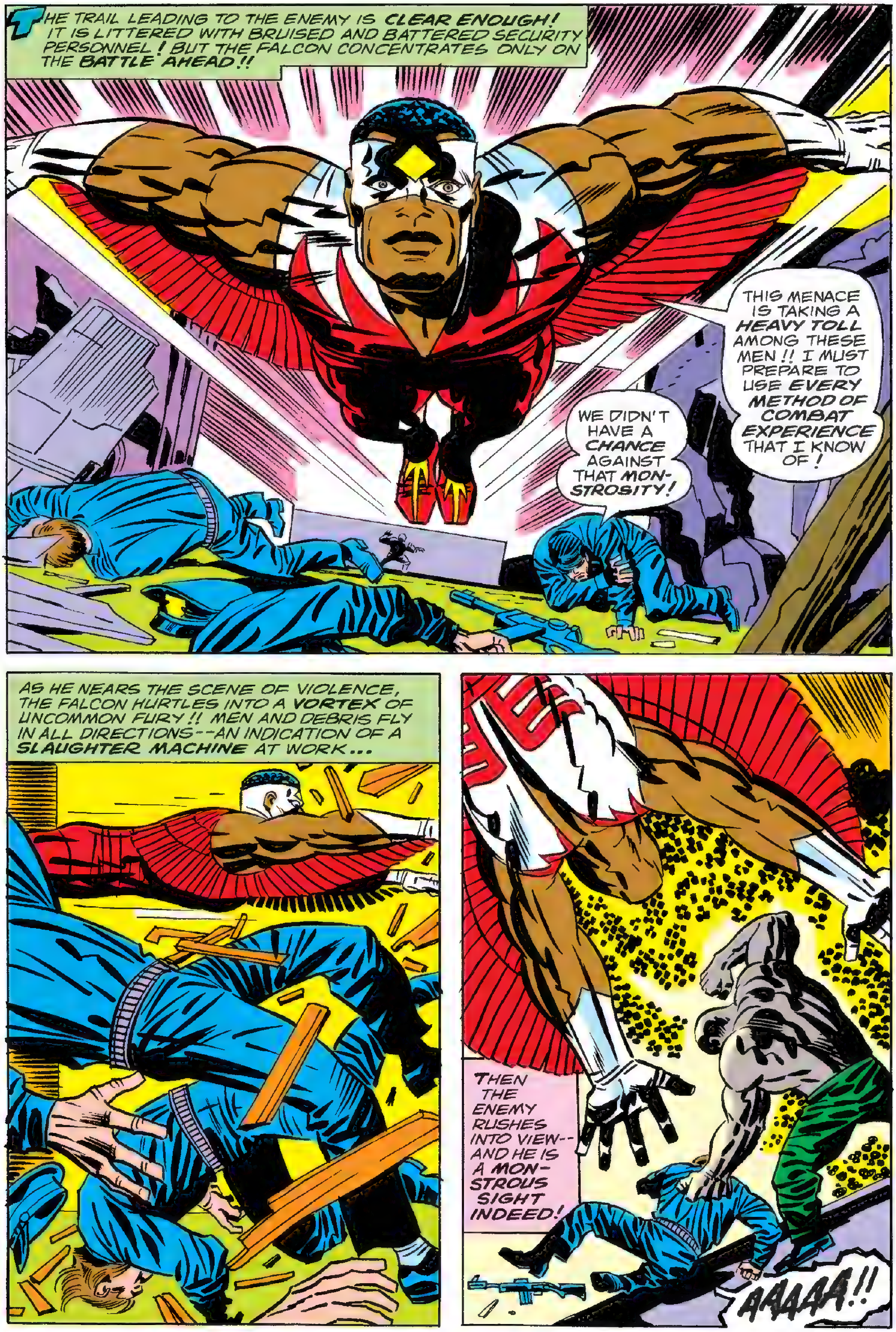

IT IS A TROUBLED NIGHT. THE KIND OF NIGHT IN WHICH THE MEDIA HAS NO MESSAGE TO GIVE, AND THE HUMAN HEART COUNTS ITS INVENTORY OF ANSWERS AND FINDS THAT NONE WILL SERVE TO EASE A WOUNDED PRIDE...
NO ARGUMENT IS ONE-SIDED! SHARON MUST LEARN TO RESPECT MY VIEWS AS WELL AS HER OWN!
AFTER ALL, ONE CAN'T EXPECT TO DOMESTICATE A BATTLE-HORSE OVERNIGHT!
HE WILL NEVER GALLOP INTO GREEN MEADOWS WITHOUT TESTING THE AIR FOR THE SCENT OF GUNPOWDER--OR LISTENING FOR THE SLY SOUNDS OF THE ENEMY!!
IF SHARON WANTS STEVE ROGERS, SHE MUST BUY CAPTAIN AMERICA TOO. SOMEHOW, THOSE TWO IDENTITIES HAVE BECOME INSEPARABLE!! THE SUPER-HERO EXPERIENCE HAS WELDED THE TWO, WITH BONES AND BLOOD AND THE SCREAMS OF THE SUFFERING!!!
SHARON ISN'T INSENSITIVE! SHE'S BOUND TO CONSIDER THIS FACT!!
SUDDENLY, THE PHONE RINGS!! HEAVY THOUGHTS VANISH WITHOUT TRACE! AND VISIONS OF SHARON CHANGE THE DARK FACE OF THE FUTURE. CAP RUSHES TO THE PHONE...
I KNEW IT!! I KNEW SHE'D CALL, WHEN ALL THE ANGLES OF OUR PROBLEM WERE CAREFULLY ANALYZED!!
THINGS SHOULD BE MUCH EASIER TO WORK OUT NOW!
BRRIINNG!!

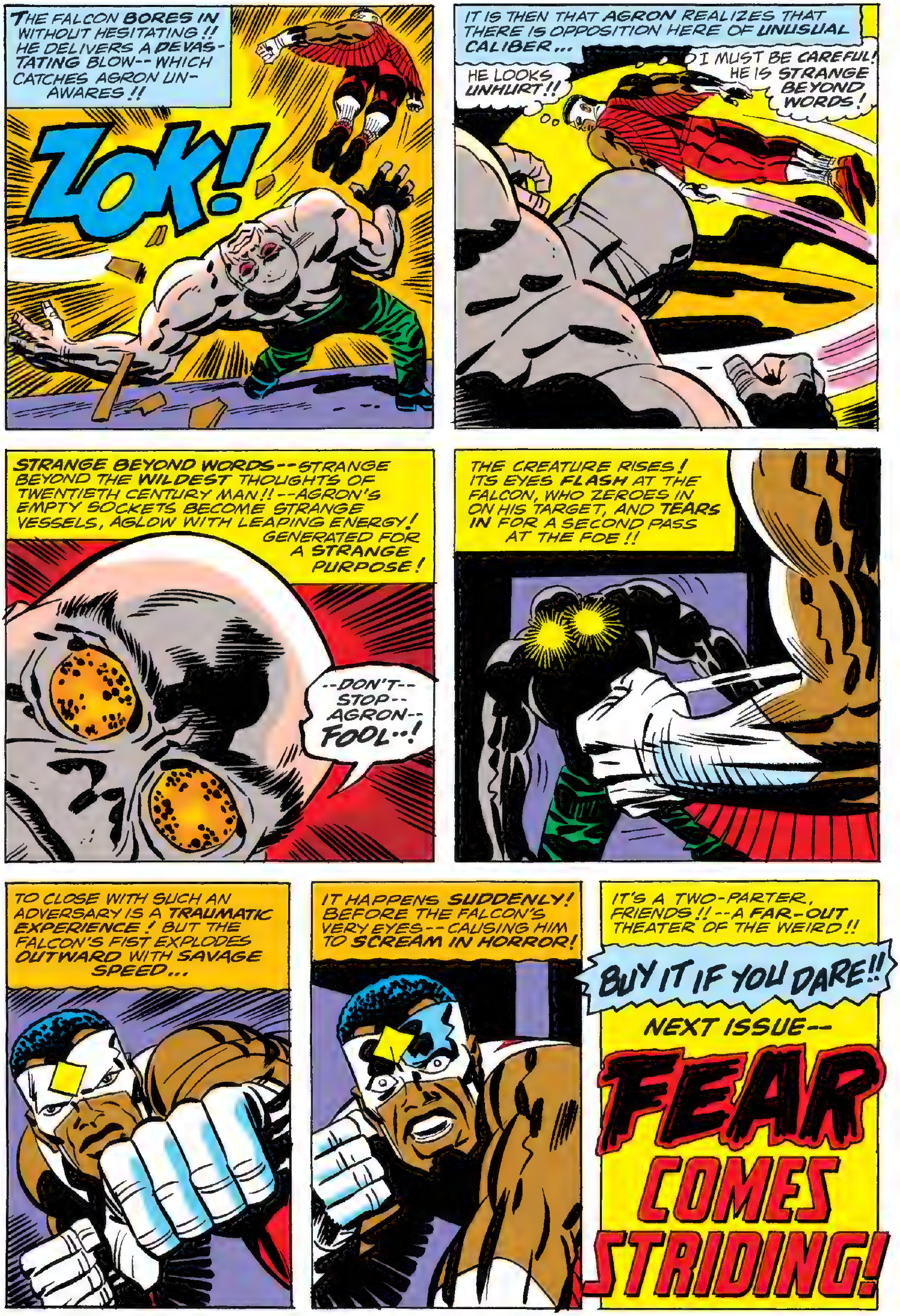

STEVE YANKS THE RECEIVER TO HIS EAR, BUT THE VOICE THAT GREETS HIM OFFERS NOTHING CLOSE TO SOLACE...
STEVE!? THIS IS DOCTOR HARTMAN! I'M SORRY TO DISTURB YOU, BUT I HAD TO MAKE THIS CALL!!
er--OH--I-IT'S YOU, DOC!! WELL, YES, I-I UNDERSTAND. BUT-- BUT--
LOOK HERE, DOC...IF THAT WEIRD PATIENT OF YOURS IS EXHIBITING STRANGE AND VIOLENT SYMPTOMS--WELL, THAT'S MORE IN YOUR DEPARTMENT, THAN MINE!
EVEN IF HE IS WHAT YOU SUSPECT, I'M CERTAIN THAT SHIELD CAN SUPPLY AN AMPLE FORCE TO RESTRAIN HIM!
MEANWHILE, IN THE SHIELD MORTUARY...
IF THAT ZOMBIE ISN'T DEAD, I'LL EAT MY RIFLE! THEN WHY AM I STILL JUMPY?
YOU MUST COME, STEVE! I-I MAY NEED ALL THE HELP I CAN GET!!!
I'LL STAND BY, DOC! IT'S THE BEST I CAN DO RIGHT NOW! GOODNIGHT!
WH-WHY, THIS IS INCREDIBLE!! THERE'S NEVER BEEN A TIME WHEN CAPTAIN AMERICA HAS FAILED TO RESPOND TO AN EMERGENCY!!
DOCTOR HARTMAN!! LOOK!!
THAT CORPSE IS ACTIVE AGAIN! NOT ONLY THAT, BUT THERE'S SOME KIND OF EERIE FIREWORKS POPPING RIGHT OUT OF HIS HIDE!
WH-WHAT IS IT ?? WHAT'S HAPPENING!??
IT'S ENERGY! RAW ENERGY!

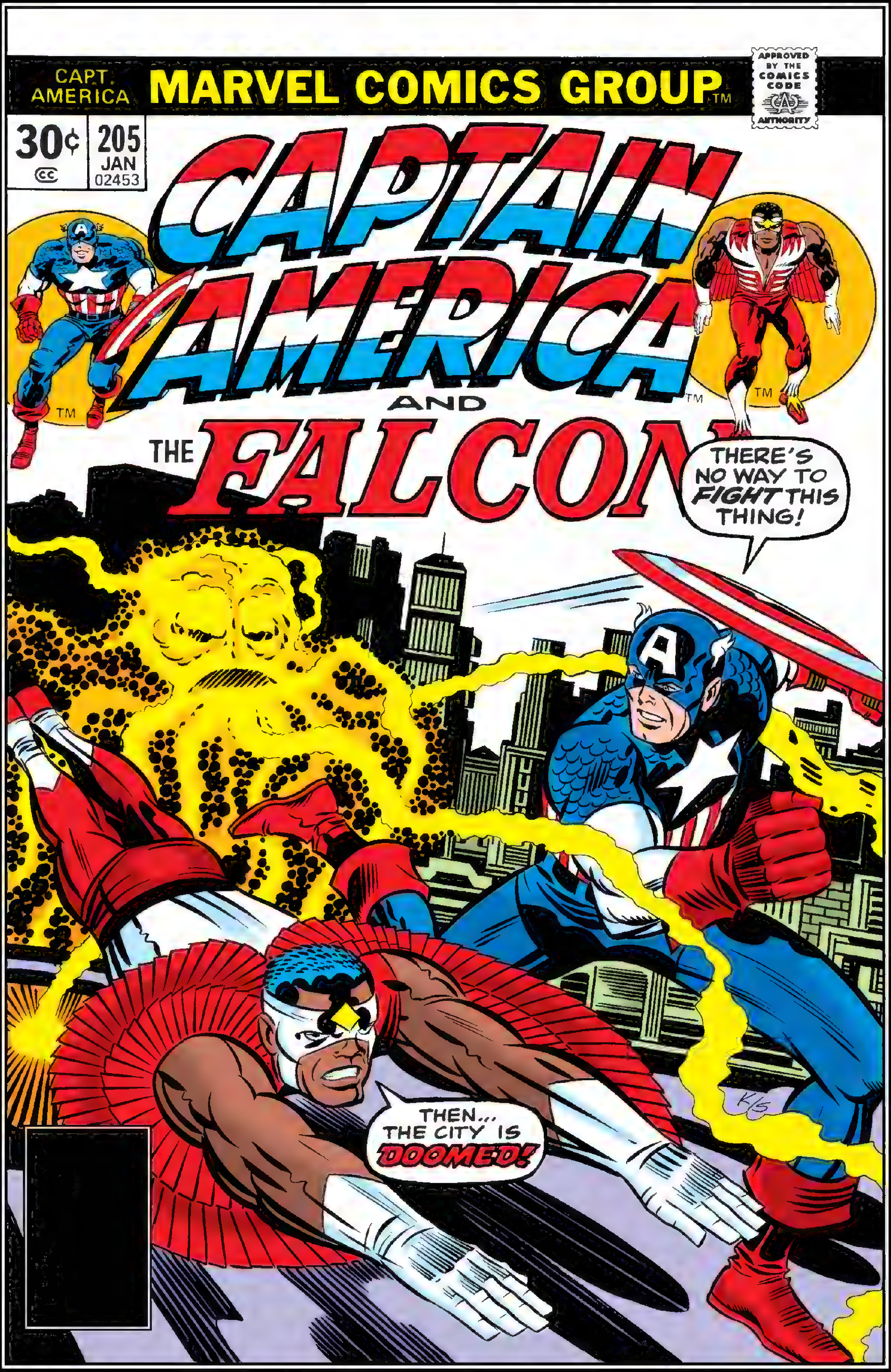

THE CREATURE WHO CALLS HIMSELF AGRON HAS GAINED FULL CONTROL OF THAT BODY!!
Y-Y'MEAN THAT TIME-TRAVELLIN' THING IS FOR REAL ???
BEFORE DOCTOR HARTMAN CAN ANSWER, THE RAPID BUILD-UP OF ENERGY RESULTS IN A BRIGHT, SEARING BLOW-UP!!!
WAAAMM!!
SOON AFTER...!
DOC! DOC! W-WHAT'S HE UP TO ?
EXACTLY WHAT I FEARED MIGHT HAPPEN!! AND NOW IT'S COME TO PASS! THERE'S NO TELLING WHAT AGRON WILL DO NOW!!
IF THIS IS A SAMPLE, DOC, WE'RE GONNA NEED AN ARMY TO HANDLE THAT THING!
INTELLIGENT ENERGY, TOYING WITH THE ATOMS OF THE FLESH! IT SPELLS UNPREDICTABLE, AWESOME POWER!!
THEN, THE VAPORS CLEAR, AND DOCTOR HARTMAN SEES THE HORRIBLE REALIZATION OF HIS PREDICTION STRIKE HOME!! AGRON HAS TRANSFORMED HIS TWENTIETH CENTURY VEHICLE INTO A THING OF OVERWHELMING MIGHT!!


AGRON IGNORES THE WITNESSES TO HIS ASTOUNDING RESURRECTION AND PROCEEDS TO LEAVE IN HIS OWN MANNER...
HE'S TURNING TOWARD THE WALL, DOC! Y'DON'T THINK--!?
--AGRON-- STRONGER--! THIS--TIME-- HE--LEAVE--!
AGRON'S NEVER NEEDED A DOOR. HE DOESN'T KNOW WHAT ONE IS!!
HE'S GOING TO MAKE HIS OWN EXIT!!
K-K-KRAK!
THE WALL CRACKS! THE WALL YIELDS! BENEATH AGRON'S MASSIVE PRESSURE-- THE WALL CRUMBLES!!
LOOK OUT!
CLEAR THE CORRIDORS!! THAT THING IS LOOSE AGAIN!!
BLAAM!
W-WE CAN'T LET HIM BREAK OUT OF THE COMPLEX, DOC! HE'S A DISASTER-IN-THE-MAKING! I DOUBT IF A SQUAD OF SUPERHEROES COULD STOP HIM!!
WAIT!! WE'VE GOT ONE, BY GEORGE!! WE'VE GOT A SUPER-HERO!!--ONE OF THE BEST!!
ALERT ALL SECURITY UNITS!! I'M GOING TO GET US SOME ADDED SUPPORT!!
YES, SIR! WITH LOTS OF MUSCLE AND A LITTLE LUCK--WE MAY BE ABLE TO STOP HIM!


A MOMENT LATER, THE ALARM SOUNDS IN ALL SECTIONS !!
IS IT TRUE, DOCTOR HARTMAN ? IS IT THAT THING AGAIN ?
YES! JOIN THE OTHERS! DO WHAT YOU CAN!!
AARREEEEEEEE
THIS WAY! LET'S GO!!
DOCTOR HARTMAN REACHES HIS MOST FAMOUS PATIENT'S DOOR AND FLINGS IT OPEN...
BROTHER FALCON! WE ARE SORELY IN NEED OF YOUR GREAT SKILLS!!
IF THERE IS DANGER AFOOT, I AM ONLY HONOR BOUND TO DEFEND THE BAND OF BROTHERS AND SISTERS!
SO YOU SHALL!! THEY ARE THREATENED TOO! THE MENACE MUST NOT REACH THEM...
THEN RELEASE ME!! PUT AN END TO THIS INDIGNITY! WERE THE DANGER TO YOURSELF ALONE, I WOULD LEAVE YOU TO AN IGNOBLE FATE!!
FORGIVE MY IGNORANCE, BROTHER. NONE OF US ARE PERFECT!!
THE ENEMY APPROACHES FROM THAT DIRECTION! HE IS POWERFUL AND NOT EASILY TAKEN! BUT YOU MAY PROVE TO BE HIS NEMESIS!
WHATEVER THE ENEMY IS, HE IS ALWAYS A CHALLENGE!
STAND ASIDE!!


THE TRAIL LEADING TO THE ENEMY IS CLEAR ENOUGH! IT IS LITTERED WITH BRUISED AND BATTERED SECURITY PERSONNEL! BUT THE FALCON CONCENTRATES ONLY ON THE BATTLE AHEAD!!
THIS MENACE IS TAKING A HEAVY TOLL AMONG THESE MEN!! I MUST PREPARE TO USE EVERY METHOD OF COMBAT EXPERIENCE THAT I KNOW OF!
WE DIDN'T HAVE A CHANCE AGAINST THAT MONSTROSITY!
AS HE NEARS THE SCENE OF VIOLENCE, THE FALCON HURTLES INTO A VORTEX OF UNCOMMON FURY!! MEN AND DEBRIS FLY IN ALL DIRECTIONS--AN INDICATION OF A SLAUGHTER MACHINE AT WORK...
THEN THE ENEMY RUSHES INTO VIEW--AND HE IS A MONSTROUS SIGHT INDEED!
AAAAA!!

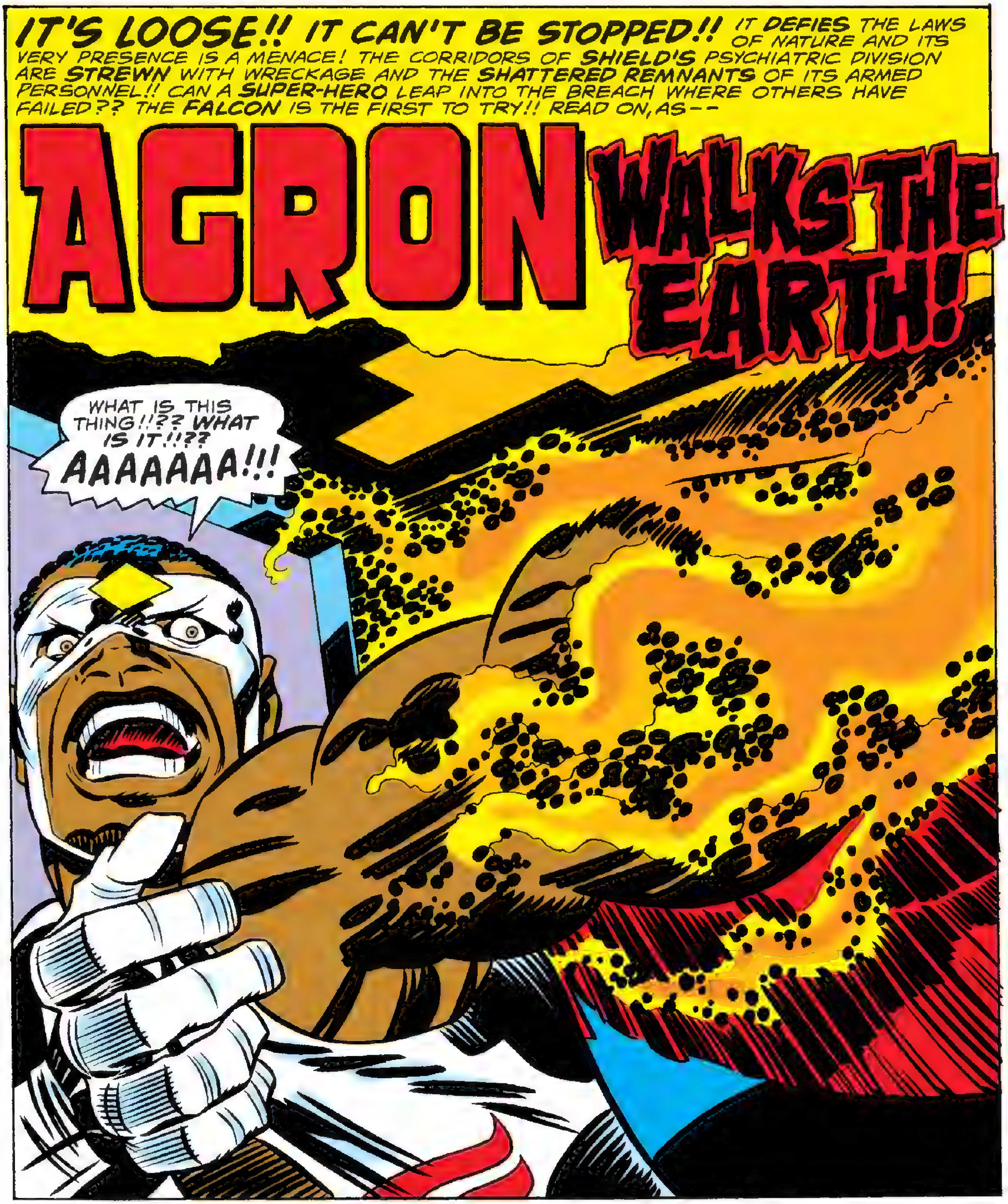

THE FALCON BORES IN WITHOUT HESITATING!! HE DELIVERS A DEVASTATING BLOW--WHICH CATCHES AGRON UNAWARES!!
ZOK!
IT IS THEN THAT AGRON REALIZES THAT THERE IS OPPOSITION HERE OF UNUSUAL CALIBER...
HE LOOKS UNHURT!!
I MUST BE CAREFUL! HE IS STRANGE BEYOND WORDS!
STRANGE BEYOND WORDS--STRANGE BEYOND THE WILDEST THOUGHTS OF TWENTIETH CENTURY MAN!!--AGRON'S EMPTY SOCKETS BECOME STRANGE VESSELS, AGLOW WITH LEAPING ENERGY! GENERATED FOR A STRANGE PURPOSE!
--DON'T--STOP--AGRON--FOOL--!
THE CREATURE RISES! ITS EYES FLASH AT THE FALCON, WHO ZEROES IN ON HIS TARGET, AND TEARS IN FOR A SECOND PASS AT THE FOE!!
TO CLOSE WITH SUCH AN ADVERSARY IS A TRAUMATIC EXPERIENCE! BUT THE FALCON'S FIST EXPLODES OUTWARD WITH SAVAGE SPEED...
IT HAPPENS SUDDENLY! BEFORE THE FALCON'S VERY EYES--CAUSING HIM TO SCREAM IN HORROR!
IT'S A TWO-PARTER, FRIENDS!!--A FAR-OUT THEATER OF THE WEIRD!!
BUY IT IF YOU DARE!!
NEXT ISSUE--
FEAR COMES STRIDING!

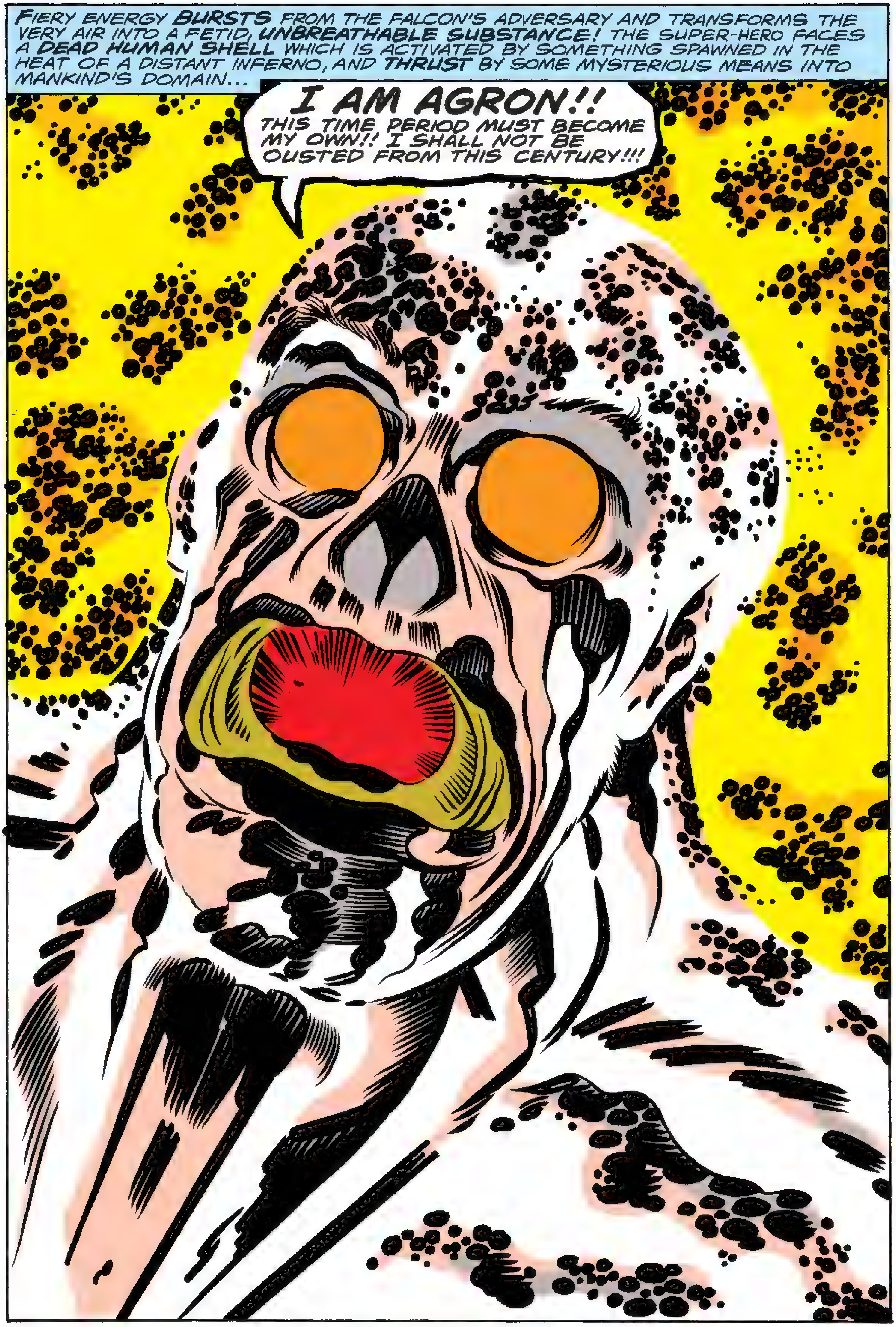

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
205
JAN
02453
CAPTAIN AMERICA™
AND
THE FALCON
™
™
THERE'S NO WAY TO *FIGHT* THIS THING!
THEN... THE CITY IS *DOOMED!*
K/S

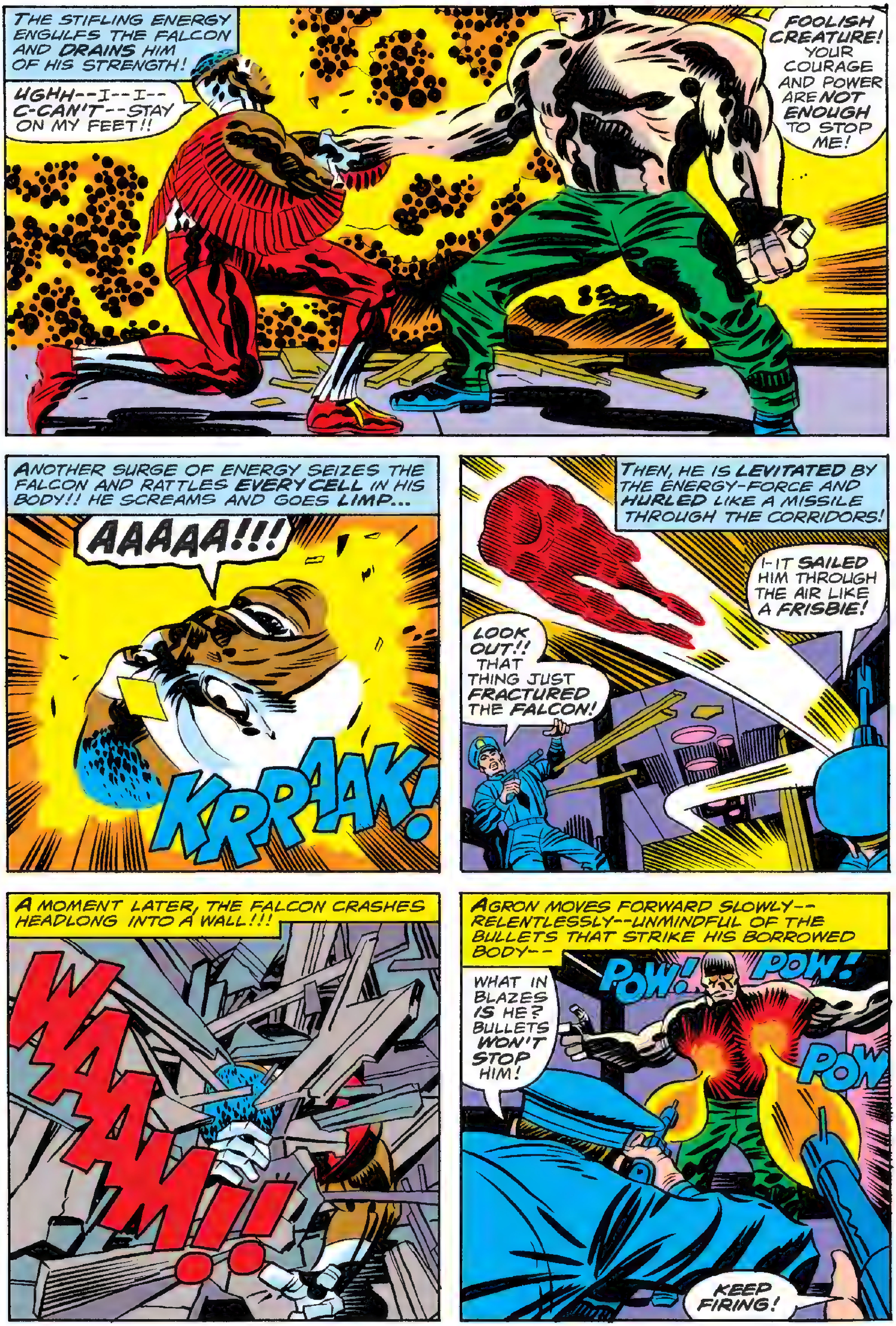
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

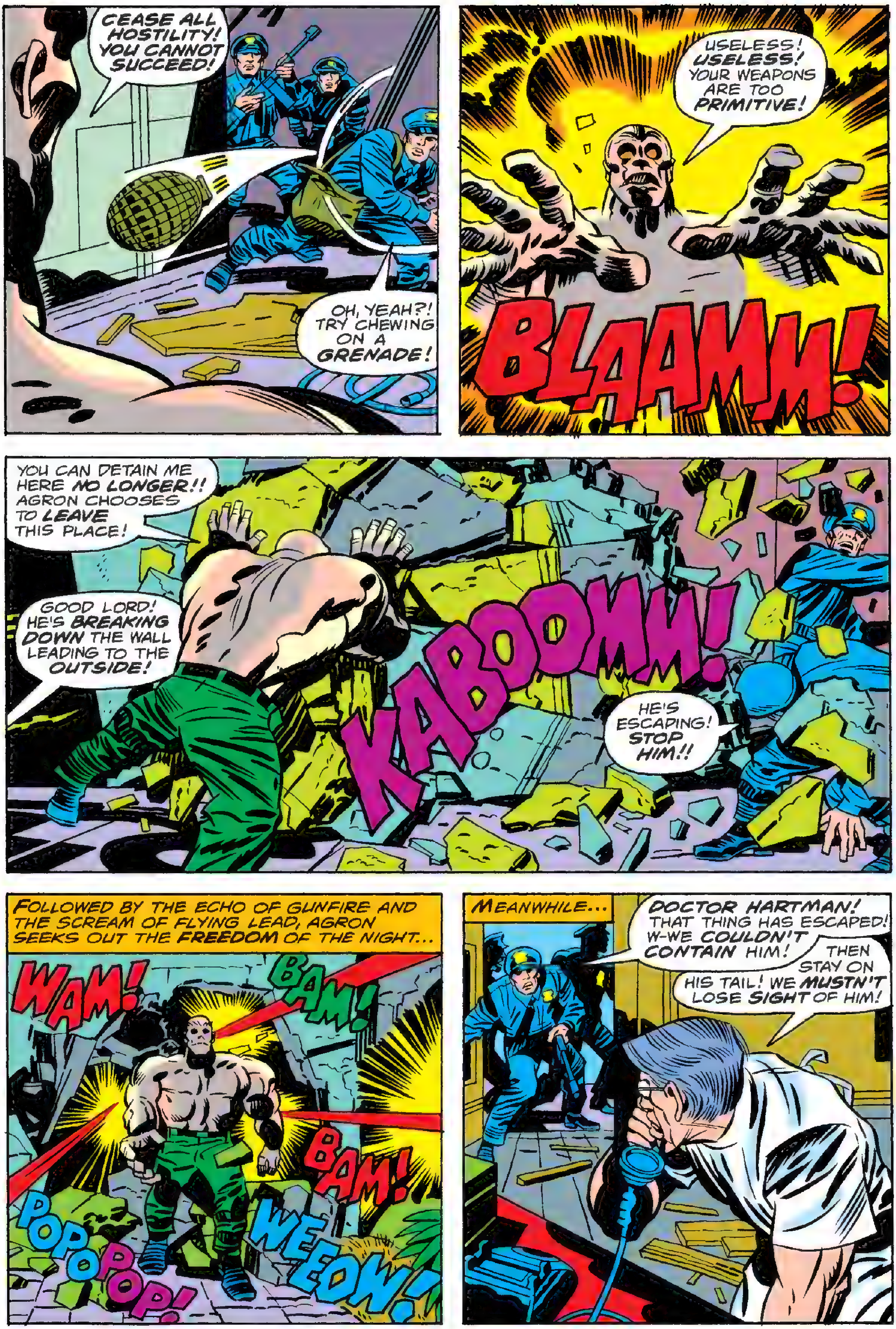
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

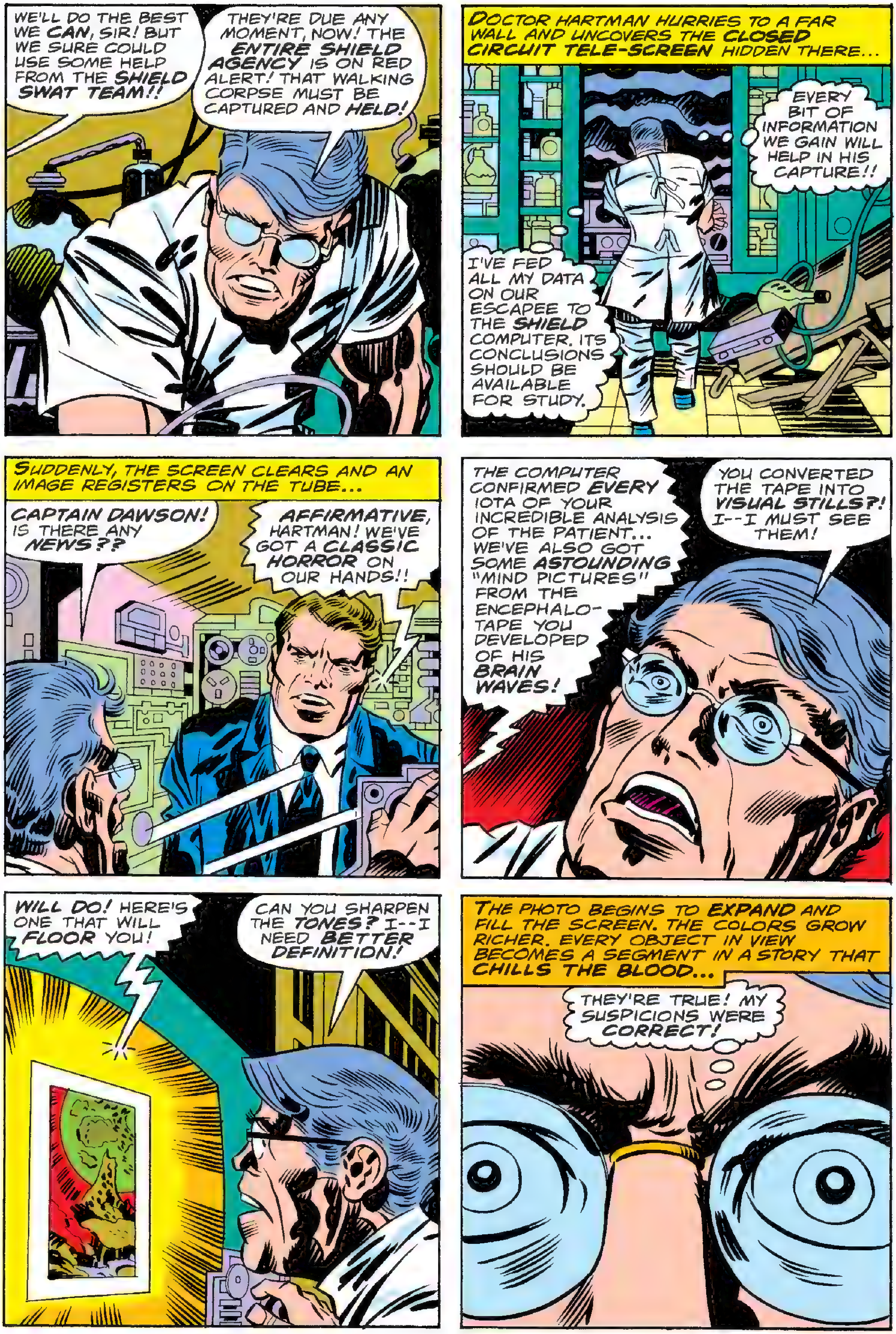
EDITED, WRITTEN, & DRAWN BY **JACK KIRBY** INKED BY **JOHN VERPOORTEN** LETTERED BY **JIM NOVAK** COLORED BY **MICHELE W.** PERUSED BY **ARCHIE GOODWIN**

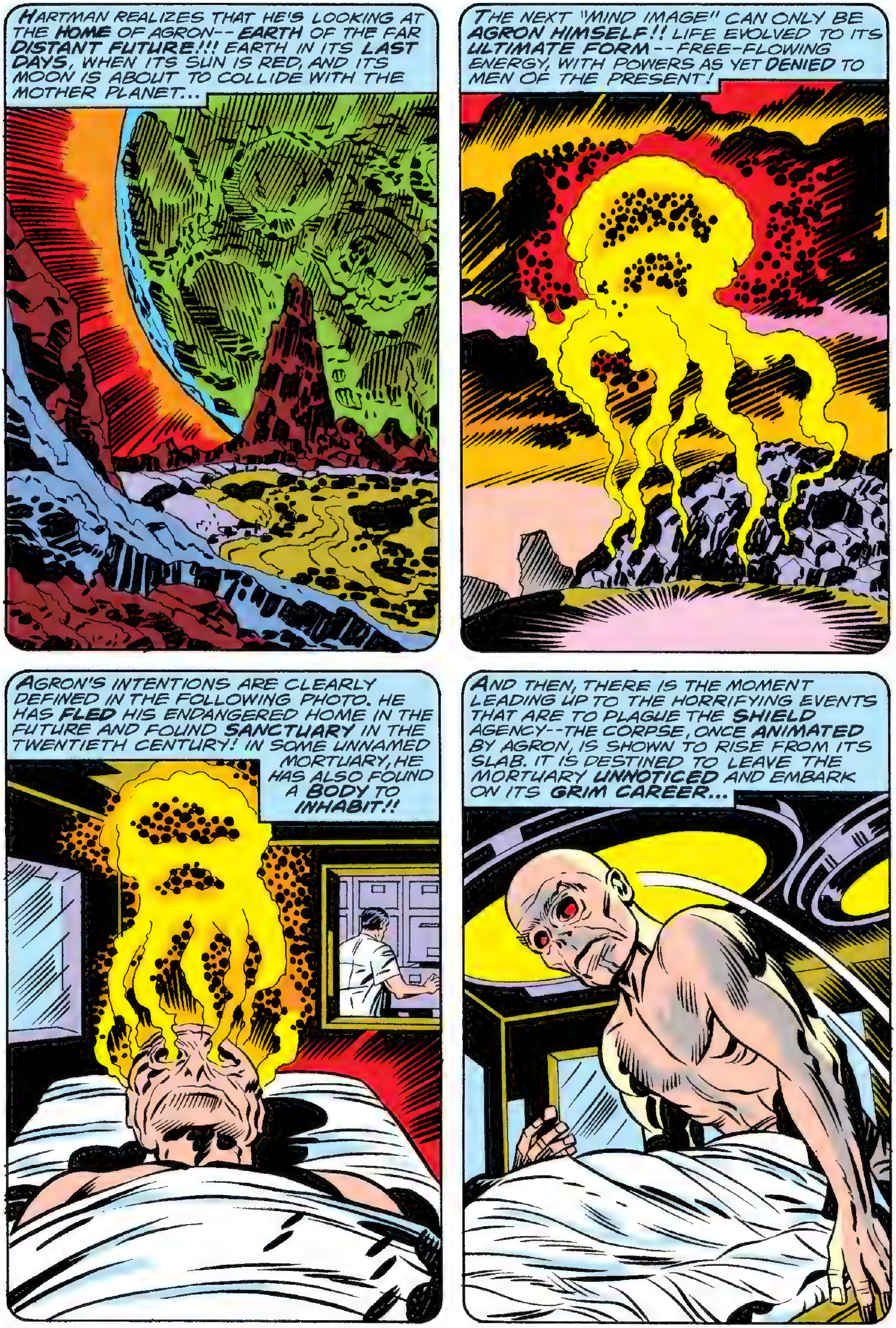

IT'S LOOSE!! IT CAN'T BE STOPPED!! IT DEFIES THE LAWS OF NATURE AND ITS VERY PRESENCE IS A MENACE! THE CORRIDORS OF SHIELD'S PSYCHIATRIC DIVISION ARE STREWN WITH WRECKAGE AND THE SHATTERED REMNANTS OF ITS ARMED PERSONNEL!! CAN A SUPER-HERO LEAP INTO THE BREACH WHERE OTHERS HAVE FAILED?? THE FALCON IS THE FIRST TO TRY!! READ ON, AS--
AGRON WALKS THE EARTH!
WHAT IS THIS THING!!?? WHAT IS IT!!?? AAAAAAA!!!

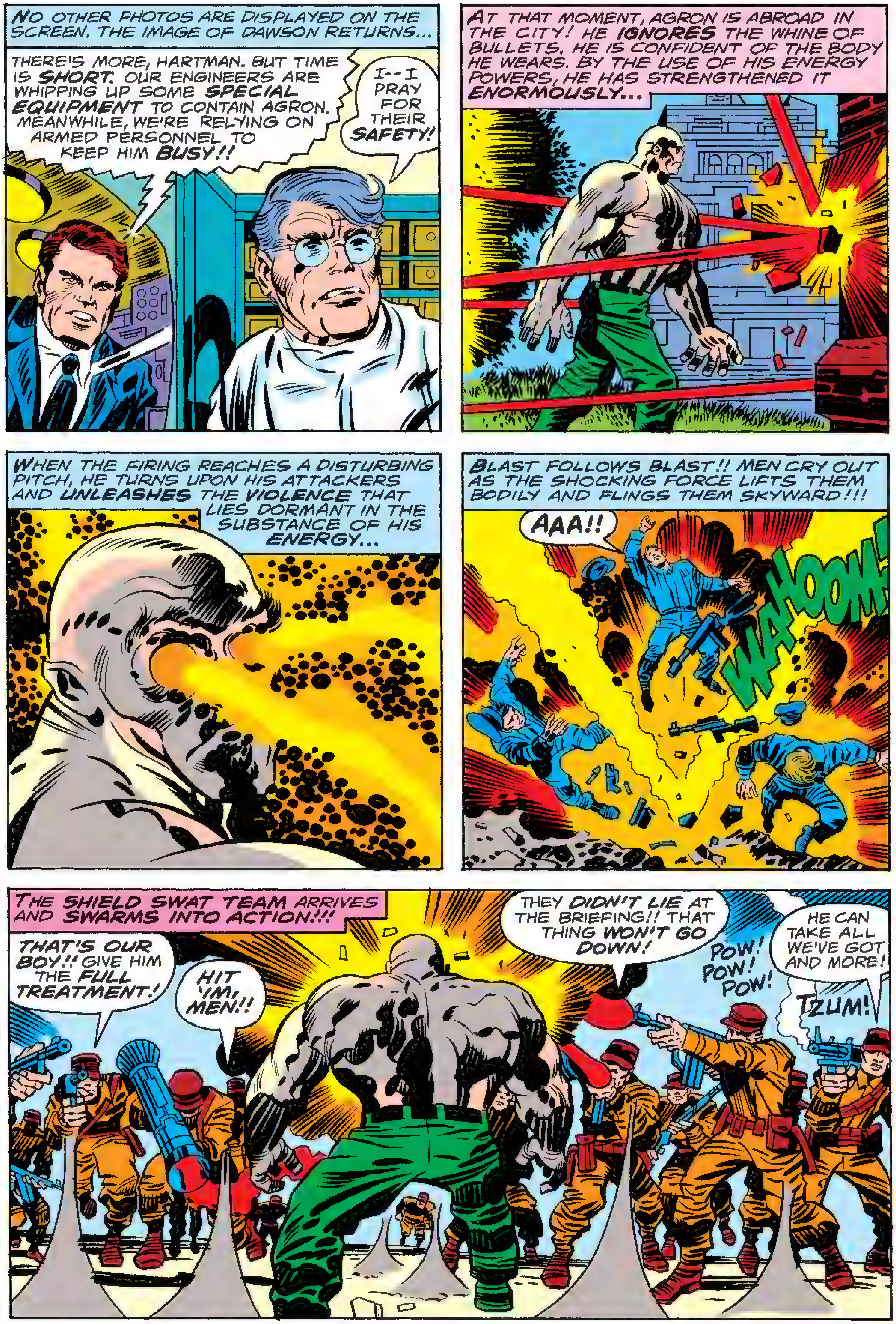

FIERY ENERGY **BURSTS** FROM THE FALCON'S ADVERSARY AND TRANSFORMS THE VERY AIR INTO A FETID, **UNBREATHABLE SUBSTANCE!** THE SUPER-HERO FACES A **DEAD HUMAN SHELL** WHICH IS ACTIVATED BY SOMETHING SPAWNED IN THE HEAT OF A DISTANT INFERNO, AND **THRUST** BY SOME MYSTERIOUS MEANS INTO MANKIND'S DOMAIN...
I AM AGRON!! THIS TIME PERIOD MUST BECOME MY OWN!! I SHALL NOT BE OUSTED FROM THIS CENTURY!!!

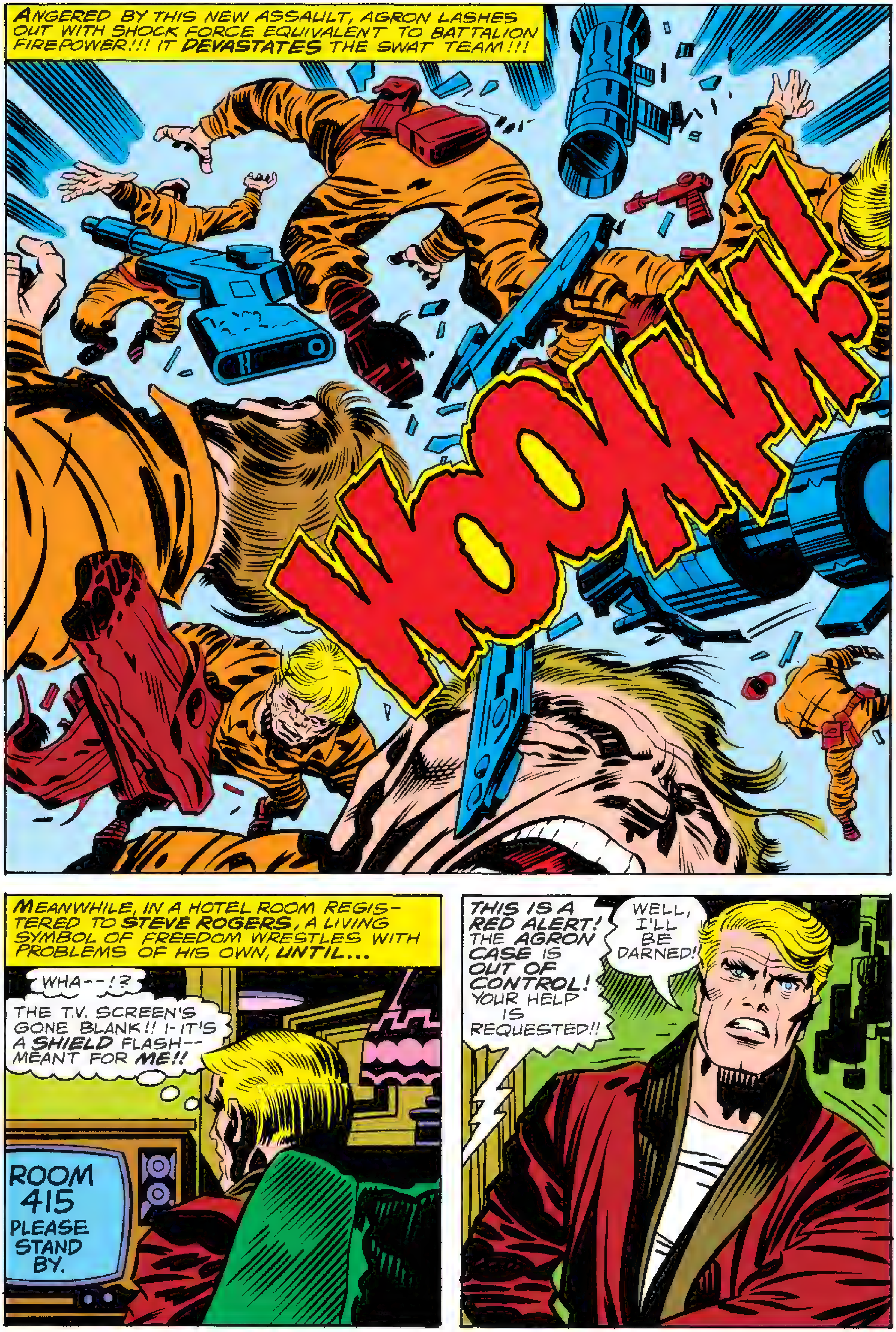

THE STIFLING ENERGY ENGULFS THE FALCON AND DRAINS HIM OF HIS STRENGTH!
UGHH--I--I--C-CAN'T--STAY ON MY FEET!!
FOOLISH CREATURE! YOUR COURAGE AND POWER ARE NOT ENOUGH TO STOP ME!
ANOTHER SURGE OF ENERGY SEIZES THE FALCON AND RATTLES EVERY CELL IN HIS BODY!! HE SCREAMS AND GOES LIMP...
AAAAA!!!
KRRAAK!
THEN, HE IS LEVITATED BY THE ENERGY-FORCE AND HURLED LIKE A MISSILE THROUGH THE CORRIDORS!
I-IT SAILED HIM THROUGH THE AIR LIKE A FRISBIE!
LOOK OUT!! THAT THING JUST FRACTURED THE FALCON!
A MOMENT LATER, THE FALCON CRASHES HEADLONG INTO A WALL!!!
WHAAM!!
AGRON MOVES FORWARD SLOWLY--RELENTLESSLY--UNMINDFUL OF THE BULLETS THAT STRIKE HIS BORROWED BODY--
WHAT IN BLAZES IS HE? BULLETS WON'T STOP HIM!
POW! POW!
POW
KEEP FIRING!

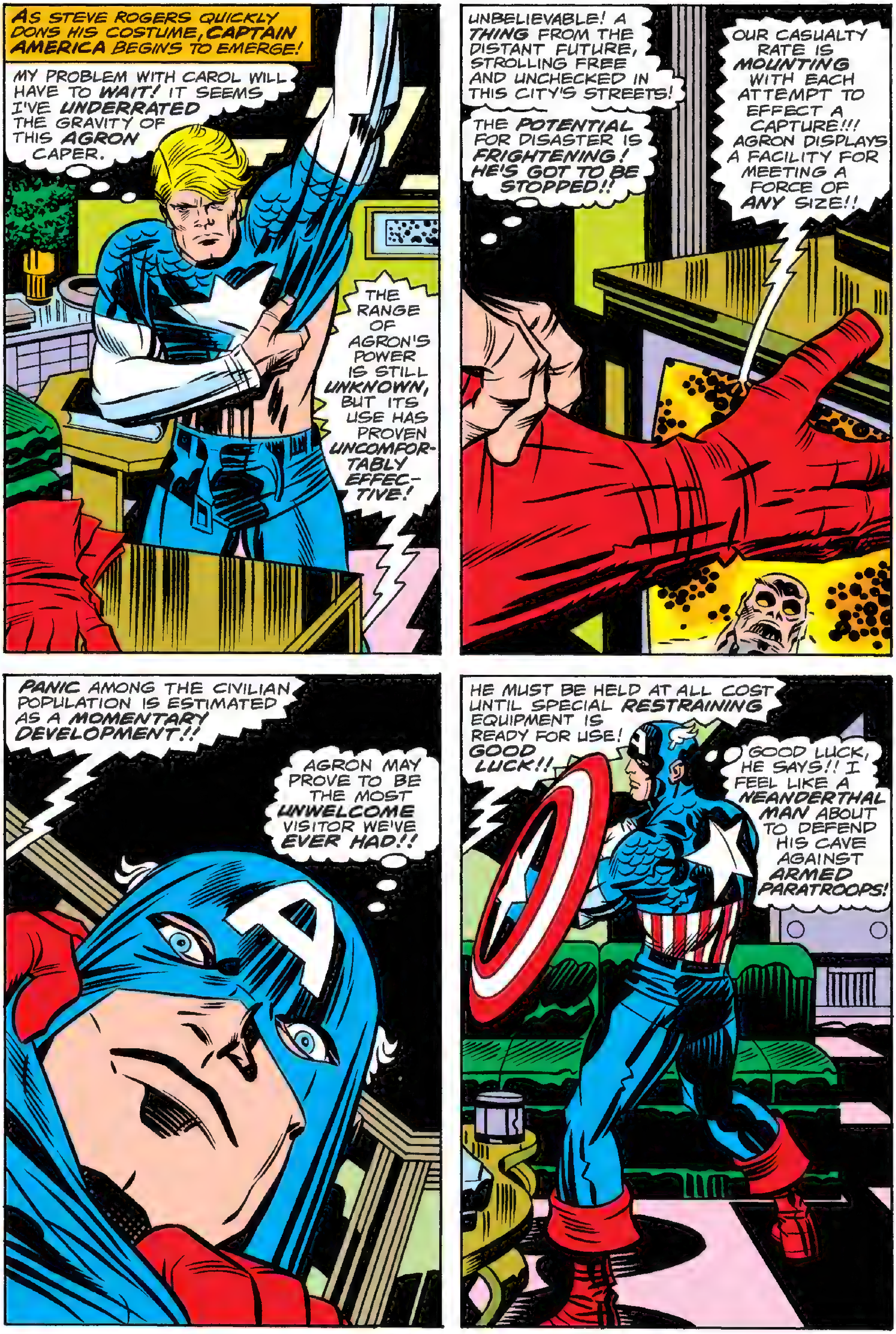

CEASE ALL HOSTILITY! YOU CANNOT SUCCEED!
OH, YEAH?! TRY CHEWING ON A GRENADE!
USELESS! USELESS! YOUR WEAPONS ARE TOO PRIMITIVE!
BLAAMM!
YOU CAN DETAIN ME HERE NO LONGER!! AGRON CHOOSES TO LEAVE THIS PLACE!
GOOD LORD! HE'S BREAKING DOWN THE WALL LEADING TO THE OUTSIDE!
KABOOMM!
HE'S ESCAPING! STOP HIM!!
FOLLOWED BY THE ECHO OF GUNFIRE AND THE SCREAM OF FLYING LEAD, AGRON SEEKS OUT THE FREEDOM OF THE NIGHT...
WAM!
BAM!
BAM!
POPOPOP!
WEEOW!
MEANWHILE...
DOCTOR HARTMAN! THAT THING HAS ESCAPED! W-WE COULDN'T CONTAIN HIM!
THEN STAY ON HIS TAIL! WE MUSTN'T LOSE SIGHT OF HIM!

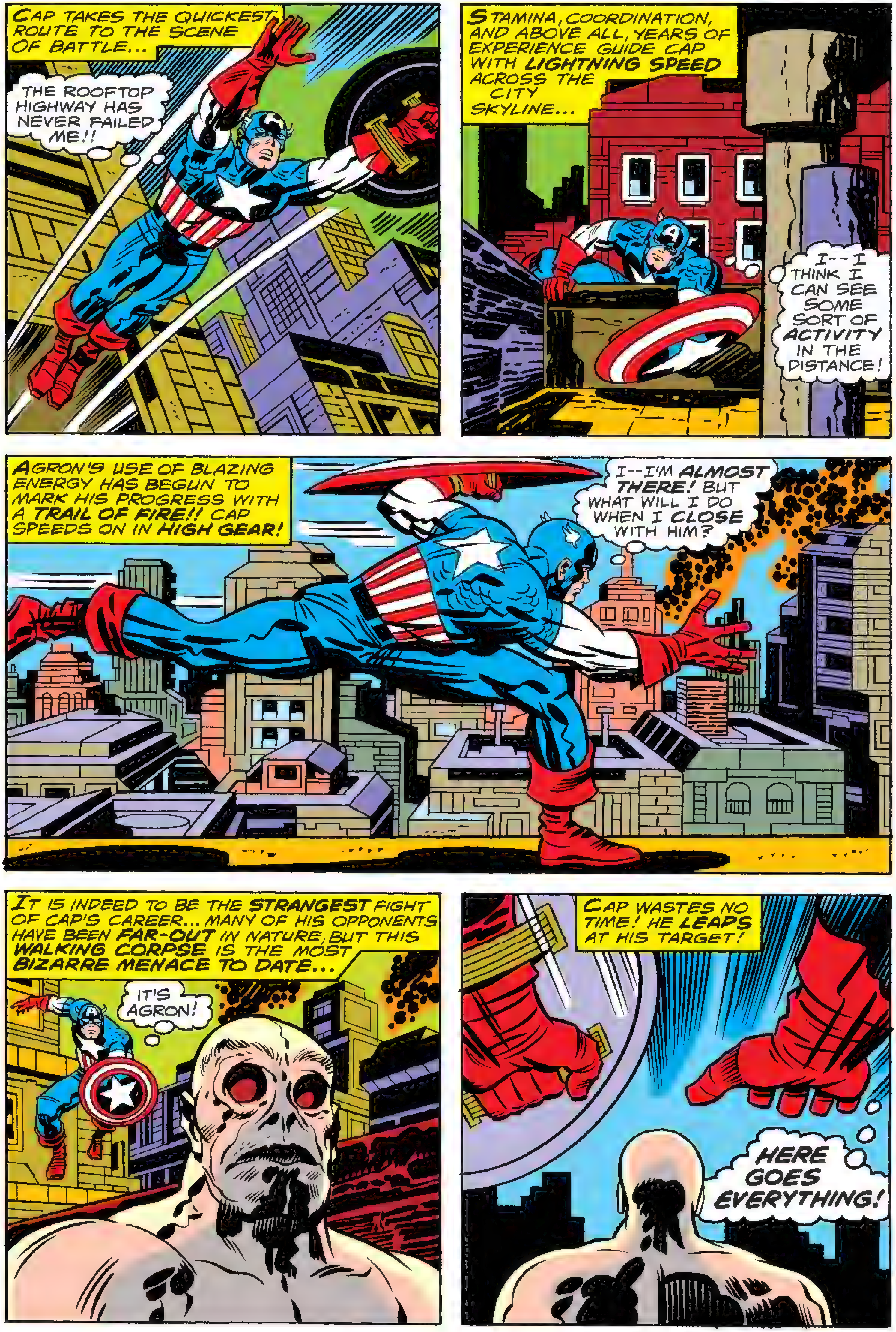

WE'LL DO THE BEST WE CAN, SIR! BUT WE SURE COULD USE SOME HELP FROM THE SHIELD SWAT TEAM!!
THEY'RE DUE ANY MOMENT, NOW! THE ENTIRE SHIELD AGENCY IS ON RED ALERT! THAT WALKING CORPSE MUST BE CAPTURED AND HELD!
DOCTOR HARTMAN HURRIES TO A FAR WALL AND UNCOVERS THE CLOSED CIRCUIT TELE-SCREEN HIDDEN THERE...
EVERY BIT OF INFORMATION WE GAIN WILL HELP IN HIS CAPTURE!!
I'VE FED ALL MY DATA ON OUR ESCAPEE TO THE SHIELD COMPUTER. ITS CONCLUSIONS SHOULD BE AVAILABLE FOR STUDY.
SUDDENLY, THE SCREEN CLEARS AND AN IMAGE REGISTERS ON THE TUBE...
CAPTAIN DAWSON! IS THERE ANY NEWS??
AFFIRMATIVE, HARTMAN! WE'VE GOT A CLASSIC HORROR ON OUR HANDS!!
THE COMPUTER CONFIRMED EVERY IOTA OF YOUR INCREDIBLE ANALYSIS OF THE PATIENT... WE'VE ALSO GOT SOME ASTOUNDING "MIND PICTURES" FROM THE ENCEPHALO-TAPE YOU DEVELOPED OF HIS BRAIN WAVES!
YOU CONVERTED THE TAPE INTO VISUAL STILLS?! I--I MUST SEE THEM!
WILL DO! HERE'S ONE THAT WILL FLOOR YOU!
CAN YOU SHARPEN THE TONES? I--I NEED BETTER DEFINITION!
THE PHOTO BEGINS TO EXPAND AND FILL THE SCREEN. THE COLORS GROW RICHER. EVERY OBJECT IN VIEW BECOMES A SEGMENT IN A STORY THAT CHILLS THE BLOOD...
THEY'RE TRUE! MY SUSPICIONS WERE CORRECT!

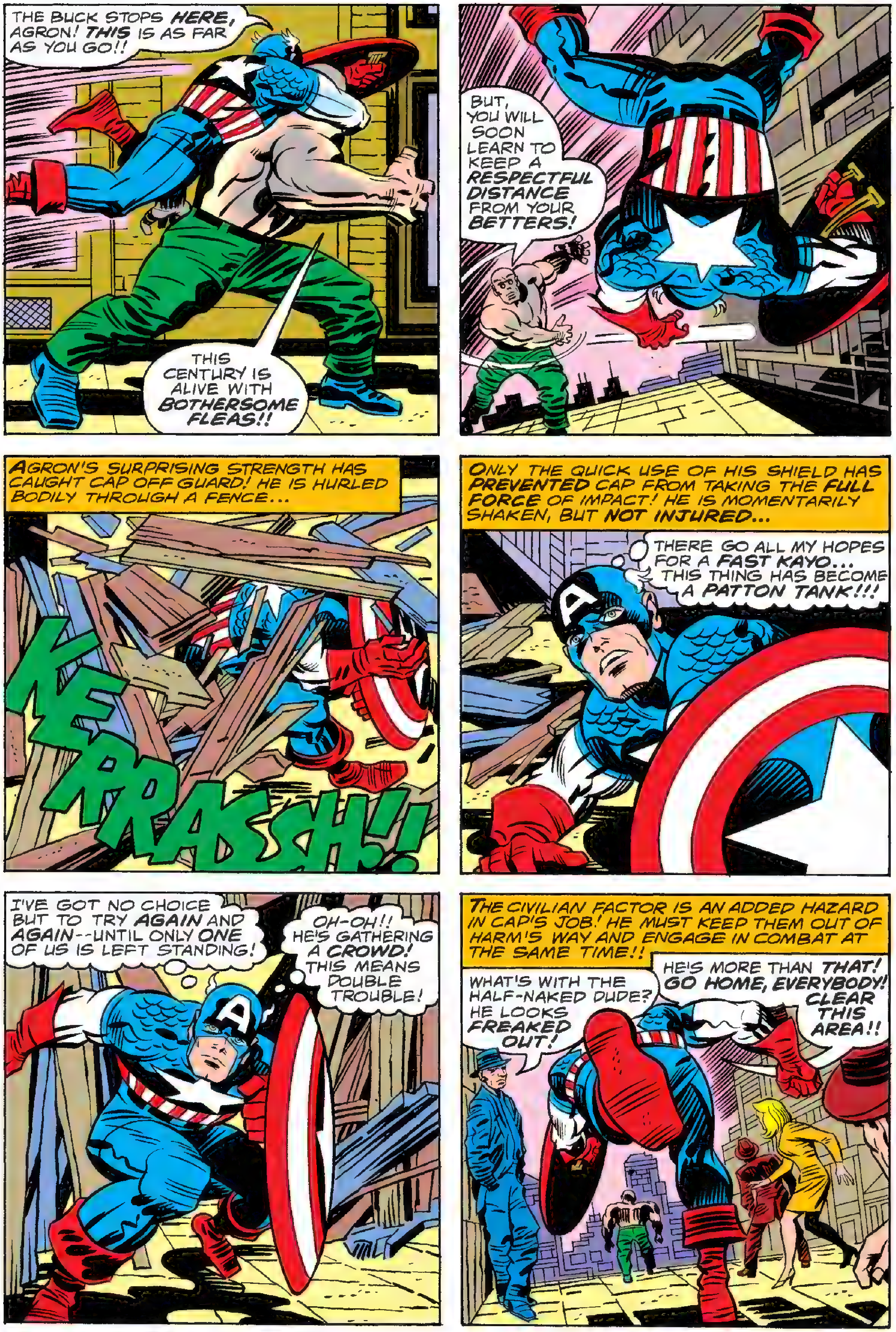

HARTMAN REALIZES THAT HE'S LOOKING AT THE **HOME** OF AGRON-- **EARTH** OF THE FAR **DISTANT FUTURE!!!** EARTH IN ITS **LAST DAYS**, WHEN ITS SUN IS RED, AND ITS MOON IS ABOUT TO COLLIDE WITH THE MOTHER PLANET...
THE NEXT "MIND IMAGE" CAN ONLY BE **AGRON HIMSELF!!** LIFE EVOLVED TO ITS **ULTIMATE FORM**--FREE-FLOWING ENERGY, WITH POWERS AS YET **DENIED** TO MEN OF THE PRESENT!
AGRON'S INTENTIONS ARE CLEARLY DEFINED IN THE FOLLOWING PHOTO. HE HAS **FLED** HIS ENDANGERED HOME IN THE FUTURE AND FOUND **SANCTUARY** IN THE TWENTIETH CENTURY! IN SOME UNNAMED MORTUARY, HE HAS ALSO FOUND A **BODY** TO **INHABIT!!**
AND THEN, THERE IS THE MOMENT LEADING UP TO THE HORRIFYING EVENTS THAT ARE TO PLAGUE THE **SHIELD** AGENCY--THE CORPSE, ONCE **ANIMATED** BY AGRON, IS SHOWN TO RISE FROM ITS SLAB. IT IS DESTINED TO LEAVE THE MORTUARY **UNNOTICED** AND EMBARK ON ITS **GRIM CAREER...**

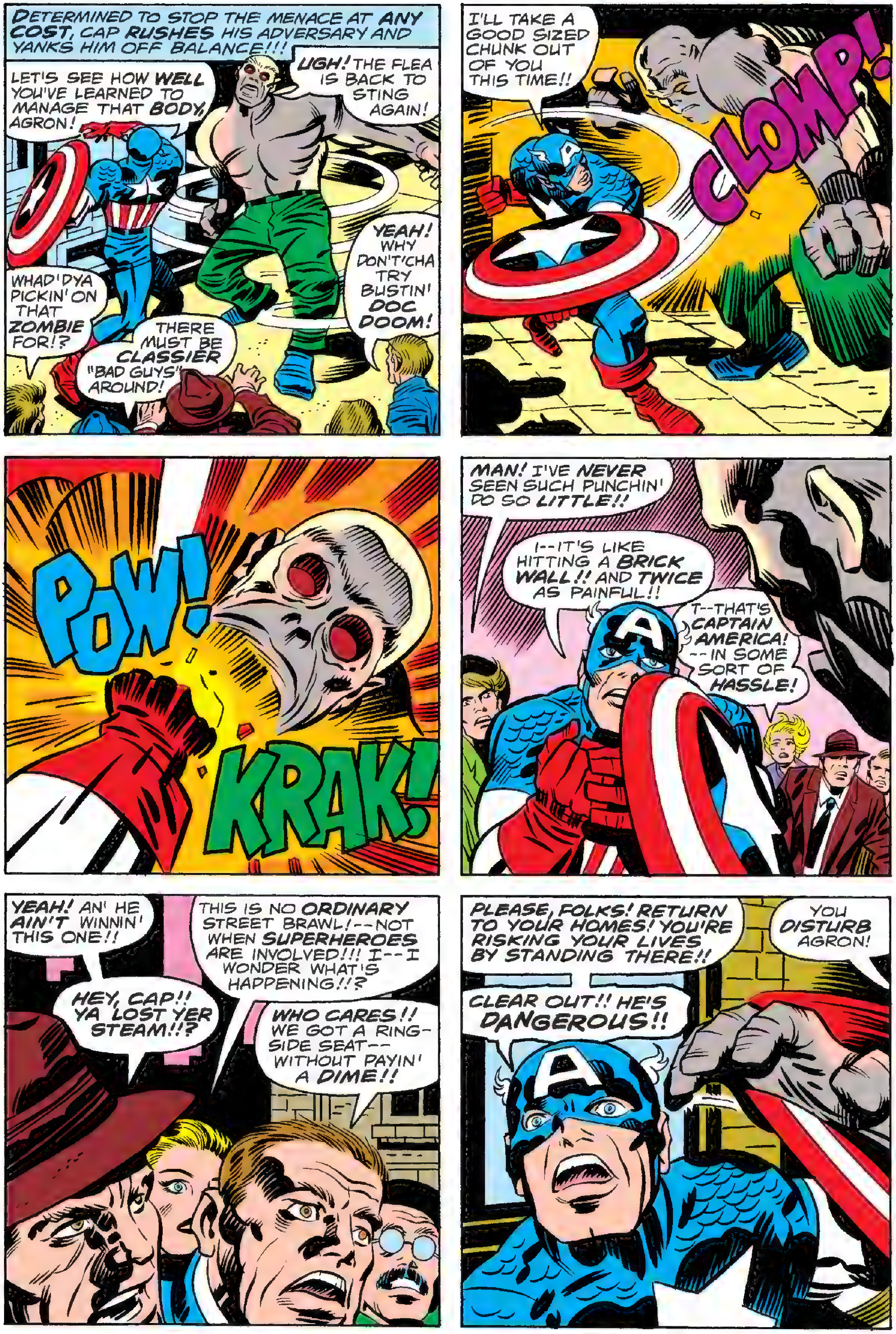

NO OTHER PHOTOS ARE DISPLAYED ON THE SCREEN. THE IMAGE OF DAWSON RETURNS...
THERE'S MORE, HARTMAN. BUT TIME IS **SHORT.** OUR ENGINEERS ARE WHIPPING UP SOME **SPECIAL EQUIPMENT** TO CONTAIN AGRON. MEANWHILE, WE'RE RELYING ON ARMED PERSONNEL TO KEEP HIM **BUSY!!**
I-- I PRAY FOR THEIR **SAFETY!**
AT THAT MOMENT, AGRON IS ABROAD IN THE CITY! HE **IGNORES** THE WHINE OF BULLETS. HE IS CONFIDENT OF THE BODY HE WEARS. BY THE USE OF HIS ENERGY POWERS, HE HAS STRENGTHENED IT **ENORMOUSLY...**
WHEN THE FIRING REACHES A DISTURBING PITCH, HE TURNS UPON HIS ATTACKERS AND **UNLEASHES** THE **VIOLENCE** THAT LIES DORMANT IN THE SUBSTANCE OF HIS **ENERGY...**
BLAST FOLLOWS BLAST!! MEN CRY OUT AS THE SHOCKING FORCE LIFTS THEM BODILY AND FLINGS THEM SKYWARD!!!
AAA!!
WAHOOM!
THE **SHIELD SWAT TEAM** ARRIVES AND **SWARMS INTO ACTION!!!**
THAT'S OUR BOY!! GIVE HIM THE **FULL TREATMENT!**
HIT 'IM, MEN!!
THEY **DIDN'T LIE** AT THE BRIEFING!! THAT THING **WON'T GO DOWN!**
POW! POW! POW!
HE CAN TAKE ALL WE'VE GOT AND MORE!
TZUM!

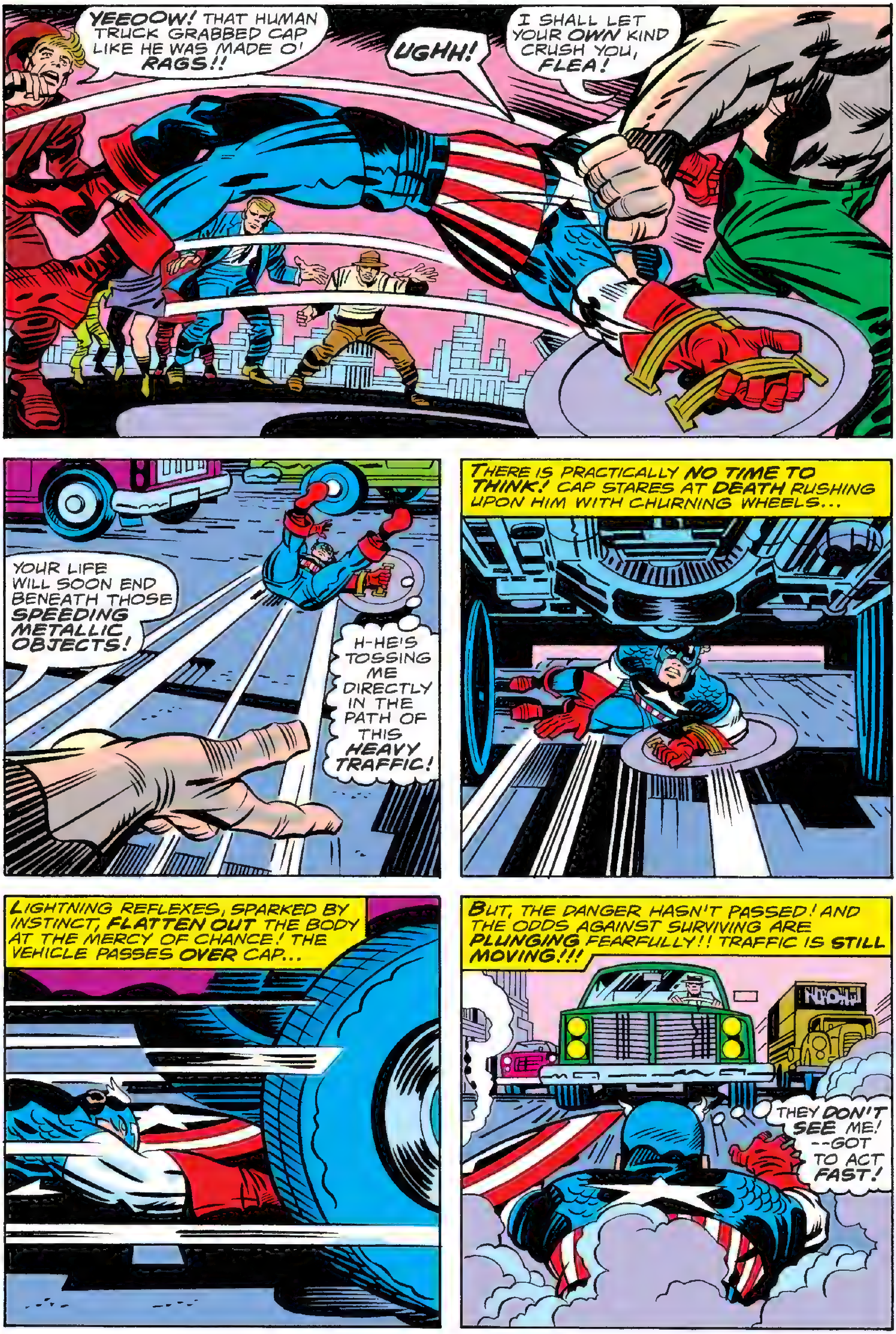

ANGERED BY THIS NEW ASSAULT, AGRON LASHES OUT WITH SHOCK FORCE EQUIVALENT TO BATTALION FIREPOWER!!! IT DEVASTATES THE SWAT TEAM!!!
KOOMM!
MEANWHILE, IN A HOTEL ROOM REGISTERED TO STEVE ROGERS, A LIVING SYMBOL OF FREEDOM WRESTLES WITH PROBLEMS OF HIS OWN, UNTIL...
WHA--!?
THE T.V. SCREEN'S GONE BLANK!! I-IT'S A SHIELD FLASH--MEANT FOR ME!!
ROOM 415 PLEASE STAND BY.
THIS IS A RED ALERT! THE AGRON CASE IS OUT OF CONTROL! YOUR HELP IS REQUESTED!!
WELL, I'LL BE DARNED!

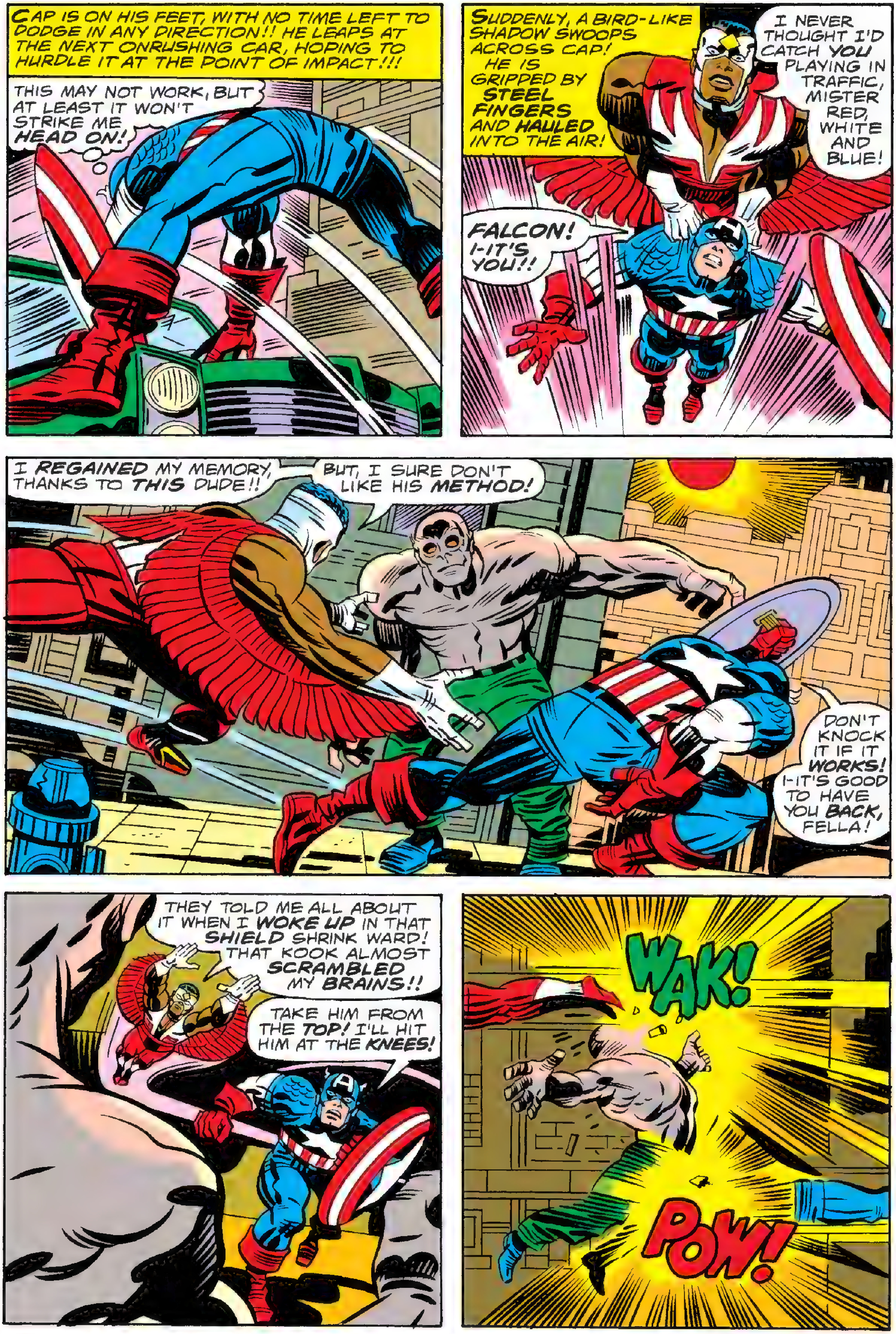

AS STEVE ROGERS QUICKLY DONS HIS COSTUME, CAPTAIN AMERICA BEGINS TO EMERGE!
MY PROBLEM WITH CAROL WILL HAVE TO WAIT! IT SEEMS I'VE UNDERRATED THE GRAVITY OF THIS AGRON CAPER.
THE RANGE OF AGRON'S POWER IS STILL UNKNOWN, BUT ITS USE HAS PROVEN UNCOMFORTABLY EFFECTIVE!
UNBELIEVABLE! A THING FROM THE DISTANT FUTURE, STROLLING FREE AND UNCHECKED IN THIS CITY'S STREETS!
THE POTENTIAL FOR DISASTER IS FRIGHTENING! HE'S GOT TO BE STOPPED!!
OUR CASUALTY RATE IS MOUNTING WITH EACH ATTEMPT TO EFFECT A CAPTURE!!! AGRON DISPLAYS A FACILITY FOR MEETING A FORCE OF ANY SIZE!!
PANIC AMONG THE CIVILIAN POPULATION IS ESTIMATED AS A MOMENTARY DEVELOPMENT!!
AGRON MAY PROVE TO BE THE MOST UNWELCOME VISITOR WE'VE EVER HAD!!
HE MUST BE HELD AT ALL COST UNTIL SPECIAL RESTRAINING EQUIPMENT IS READY FOR USE! GOOD LUCK!!
GOOD LUCK, HE SAYS!! I FEEL LIKE A NEANDERTHAL MAN ABOUT TO DEFEND HIS CAVE AGAINST ARMED PARATROOPS!

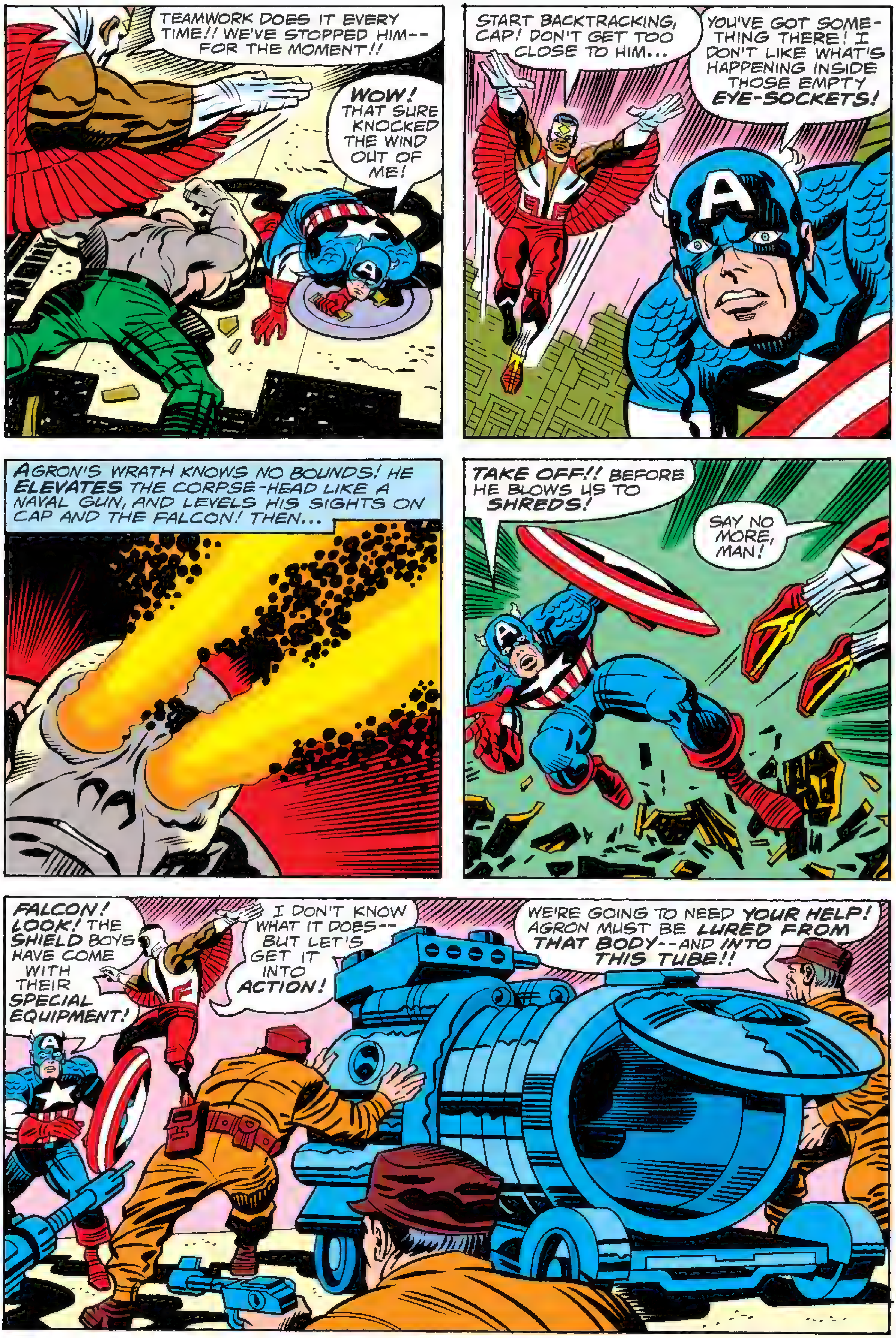

CAP TAKES THE QUICKEST ROUTE TO THE SCENE OF BATTLE...
THE ROOFTOP HIGHWAY HAS NEVER FAILED ME!!
STAMINA, COORDINATION, AND ABOVE ALL, YEARS OF EXPERIENCE GUIDE CAP WITH LIGHTNING SPEED ACROSS THE CITY SKYLINE...
I--I THINK I CAN SEE SOME SORT OF ACTIVITY IN THE DISTANCE!
AGRON'S USE OF BLAZING ENERGY HAS BEGUN TO MARK HIS PROGRESS WITH A TRAIL OF FIRE!! CAP SPEEDS ON IN HIGH GEAR!
I--I'M ALMOST THERE! BUT WHAT WILL I DO WHEN I CLOSE WITH HIM?
IT IS INDEED TO BE THE STRANGEST FIGHT OF CAP'S CAREER... MANY OF HIS OPPONENTS HAVE BEEN FAR-OUT IN NATURE, BUT THIS WALKING CORPSE IS THE MOST BIZARRE MENACE TO DATE...
IT'S AGRON!
CAP WASTES NO TIME! HE LEAPS AT HIS TARGET!
HERE GOES EVERYTHING!

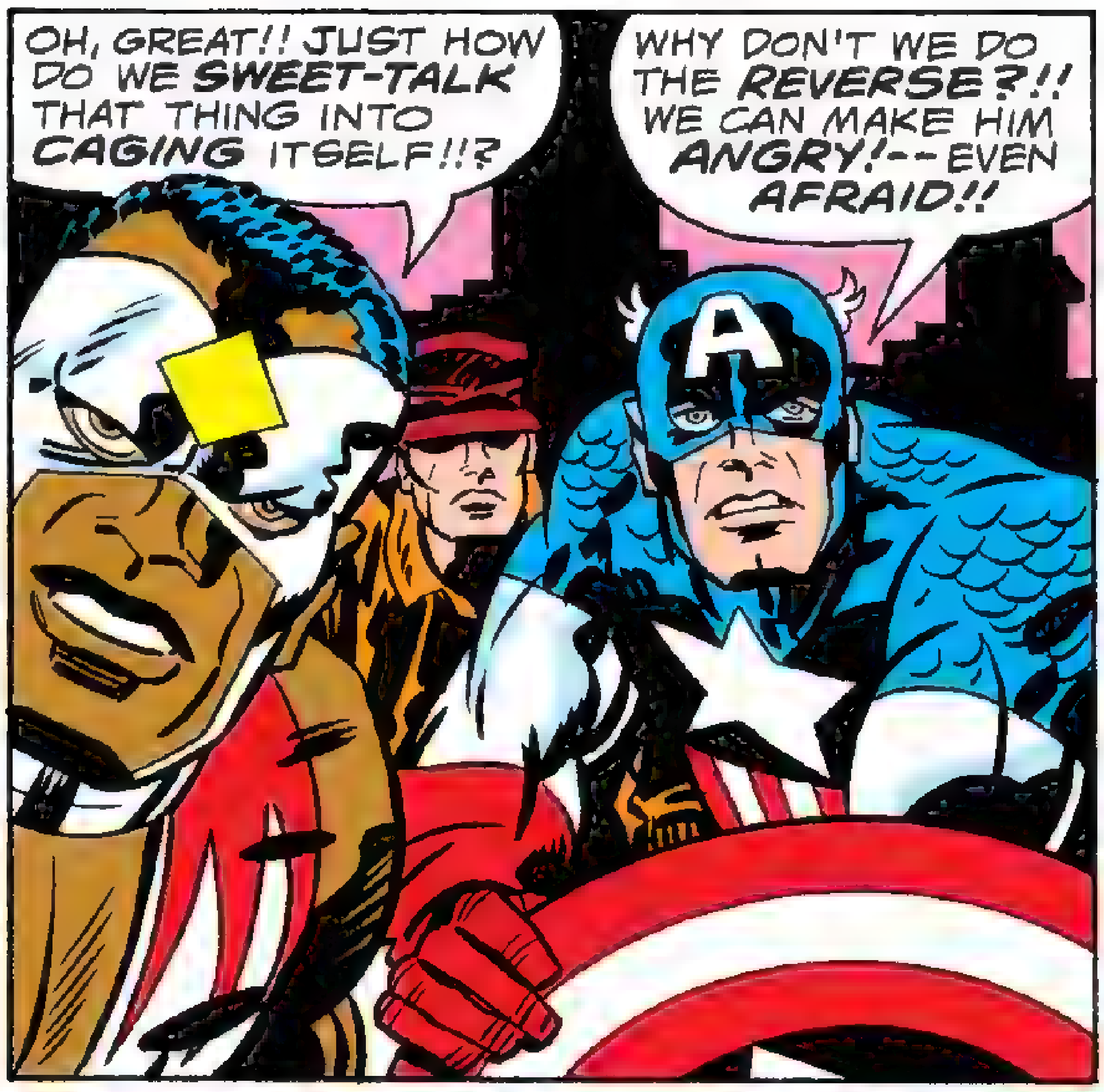

THE BUCK STOPS **HERE,** AGRON! **THIS** IS AS FAR AS YOU GO!!
THIS CENTURY IS ALIVE WITH **BOTHERSOME FLEAS!!**
BUT, YOU WILL SOON LEARN TO KEEP A **RESPECTFUL DISTANCE** FROM YOUR **BETTERS!**
AGRON'S SURPRISING STRENGTH HAS CAUGHT CAP OFF GUARD! HE IS HURLED BODILY THROUGH A FENCE...
KERRASSH!!
ONLY THE QUICK USE OF HIS SHIELD HAS **PREVENTED** CAP FROM TAKING THE **FULL FORCE** OF IMPACT! HE IS MOMENTARILY SHAKEN, BUT **NOT INJURED...**
THERE GO ALL MY HOPES FOR A **FAST KAYO...** THIS THING HAS BECOME A **PATTON TANK!!!**
I'VE GOT NO CHOICE BUT TO TRY **AGAIN** AND **AGAIN**--UNTIL ONLY **ONE** OF US IS LEFT STANDING!
OH-OH!! HE'S GATHERING A **CROWD!** THIS MEANS DOUBLE TROUBLE!
THE CIVILIAN FACTOR IS AN ADDED HAZARD IN CAP'S JOB! HE MUST KEEP THEM OUT OF HARM'S WAY AND ENGAGE IN COMBAT AT THE SAME TIME!!
WHAT'S WITH THE HALF-NAKED DUDE? HE LOOKS **FREAKED OUT!**
HE'S MORE THAN **THAT! GO HOME, EVERYBODY! CLEAR THIS AREA!!**

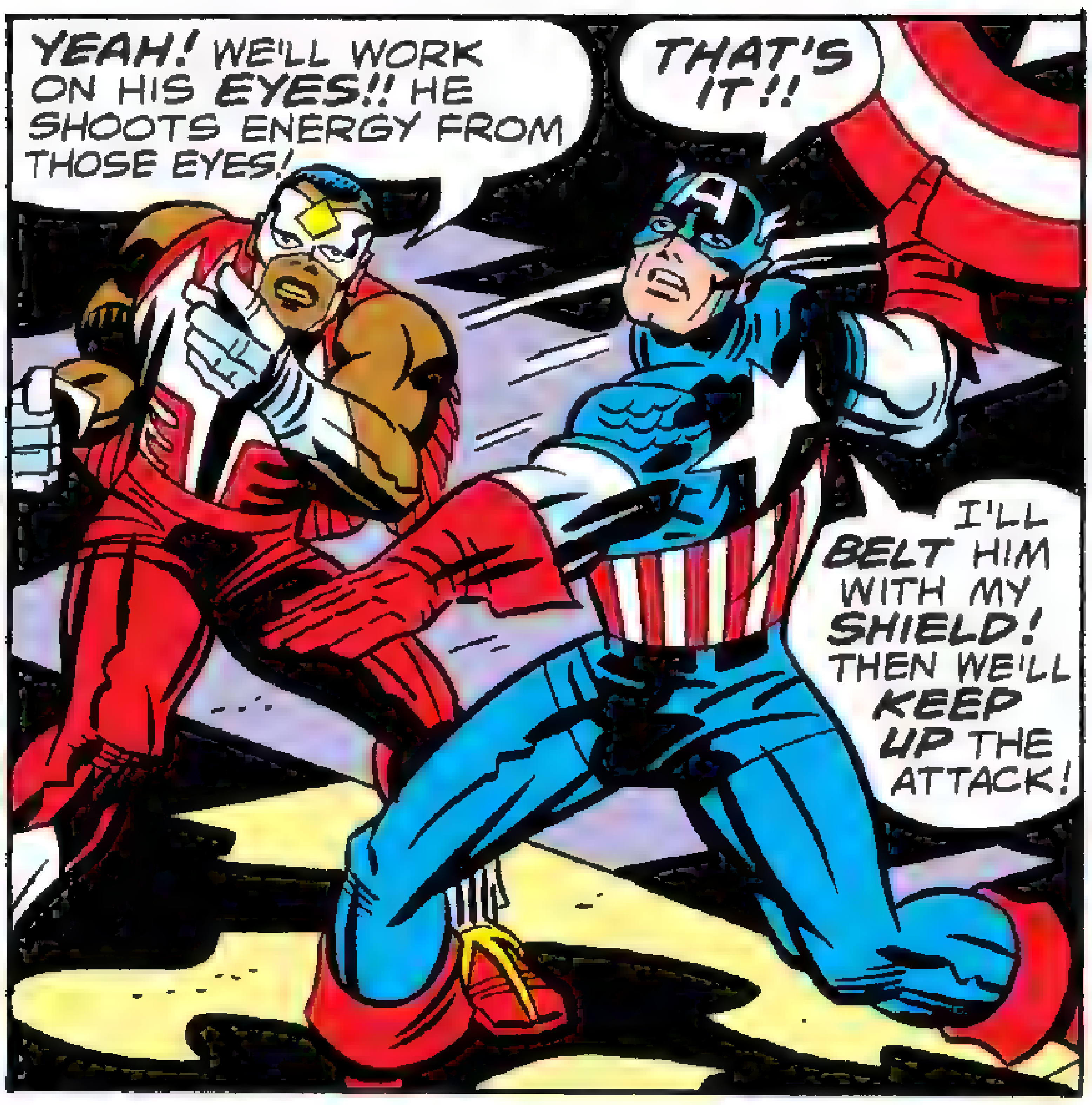

DETERMINED TO STOP THE MENACE AT ANY COST, CAP RUSHES HIS ADVERSARY AND YANKS HIM OFF BALANCE!!!
LET'S SEE HOW WELL YOU'VE LEARNED TO MANAGE THAT BODY, AGRON!
UGH! THE FLEA IS BACK TO STING AGAIN!
YEAH! WHY DON'T'CHA TRY BUSTIN' DOC DOOM!
WHAD'DYA PICKIN' ON THAT ZOMBIE FOR!?
THERE MUST BE CLASSIER "BAD GUYS" AROUND!
I'LL TAKE A GOOD SIZED CHUNK OUT OF YOU THIS TIME!!
CLOMP!
POW!
KRAK!
MAN! I'VE NEVER SEEN SUCH PUNCHIN' DO SO LITTLE!!
I--IT'S LIKE HITTING A BRICK WALL!! AND TWICE AS PAINFUL!!
T--THAT'S CAPTAIN AMERICA! --IN SOME SORT OF HASSLE!
YEAH! AN' HE AIN'T WINNIN' THIS ONE!!
THIS IS NO ORDINARY STREET BRAWL!--NOT WHEN SUPERHEROES ARE INVOLVED!!! I--I WONDER WHAT'S HAPPENING!!?
HEY, CAP!! YA LOST YER STEAM!!?
WHO CARES!! WE GOT A RING-SIDE SEAT--WITHOUT PAYIN' A DIME!!
PLEASE, FOLKS! RETURN TO YOUR HOMES! YOU'RE RISKING YOUR LIVES BY STANDING THERE!!
YOU DISTURB AGRON!
CLEAR OUT!! HE'S DANGEROUS!!

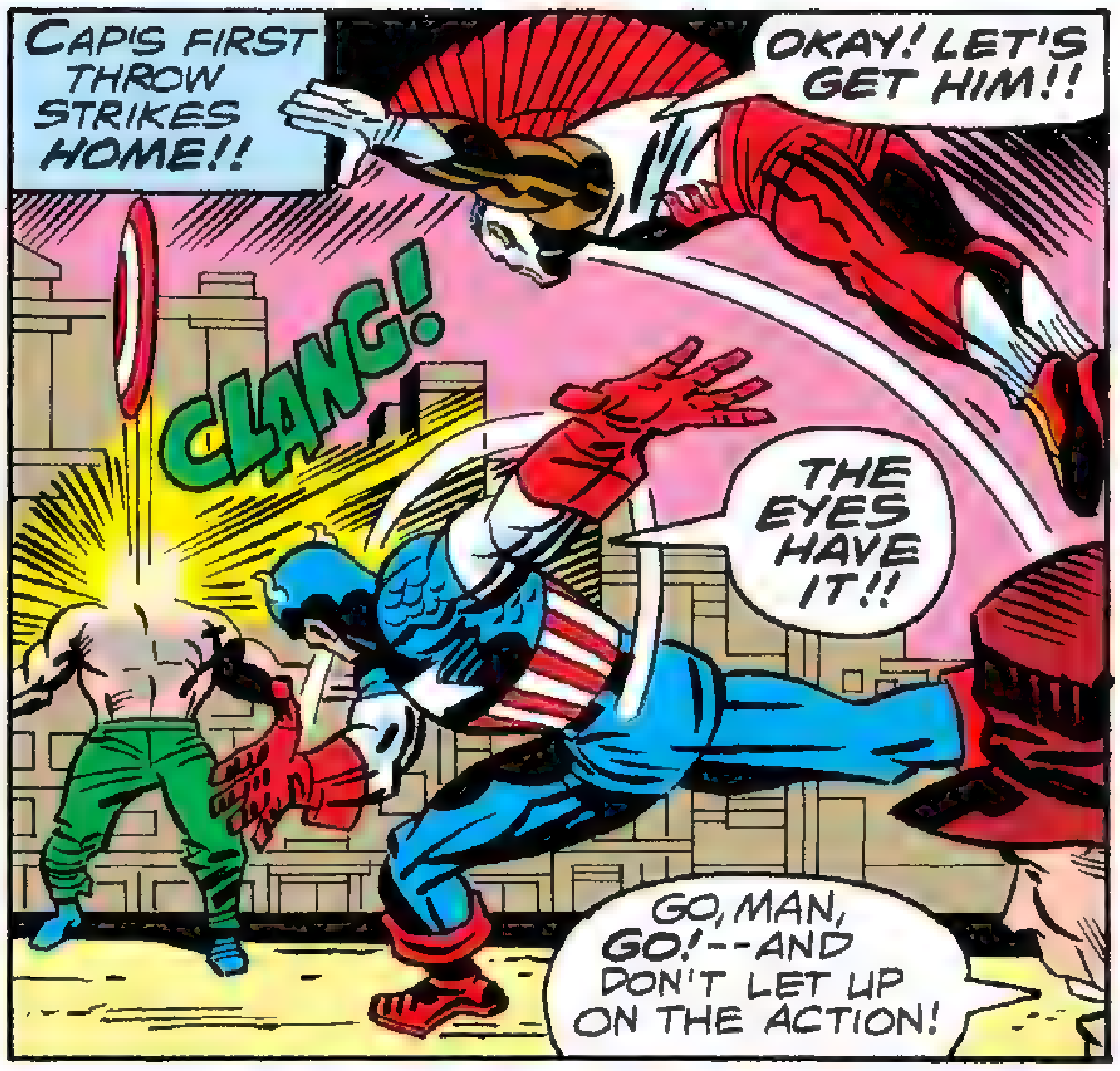

YEEOOW! THAT HUMAN TRUCK GRABBED CAP LIKE HE WAS MADE O' RAGS!!
UGHH!
I SHALL LET YOUR OWN KIND CRUSH YOU, FLEA!
YOUR LIFE WILL SOON END BENEATH THOSE SPEEDING METALLIC OBJECTS!
H-HE'S TOSSING ME DIRECTLY IN THE PATH OF THIS HEAVY TRAFFIC!
THERE IS PRACTICALLY NO TIME TO THINK! CAP STARES AT DEATH RUSHING UPON HIM WITH CHURNING WHEELS...
LIGHTNING REFLEXES, SPARKED BY INSTINCT, FLATTEN OUT THE BODY AT THE MERCY OF CHANCE! THE VEHICLE PASSES OVER CAP...
BUT, THE DANGER HASN'T PASSED! AND THE ODDS AGAINST SURVIVING ARE PLUNGING FEARFULLY!! TRAFFIC IS STILL MOVING!!!
THEY DON'T SEE ME! --GOT TO ACT FAST!

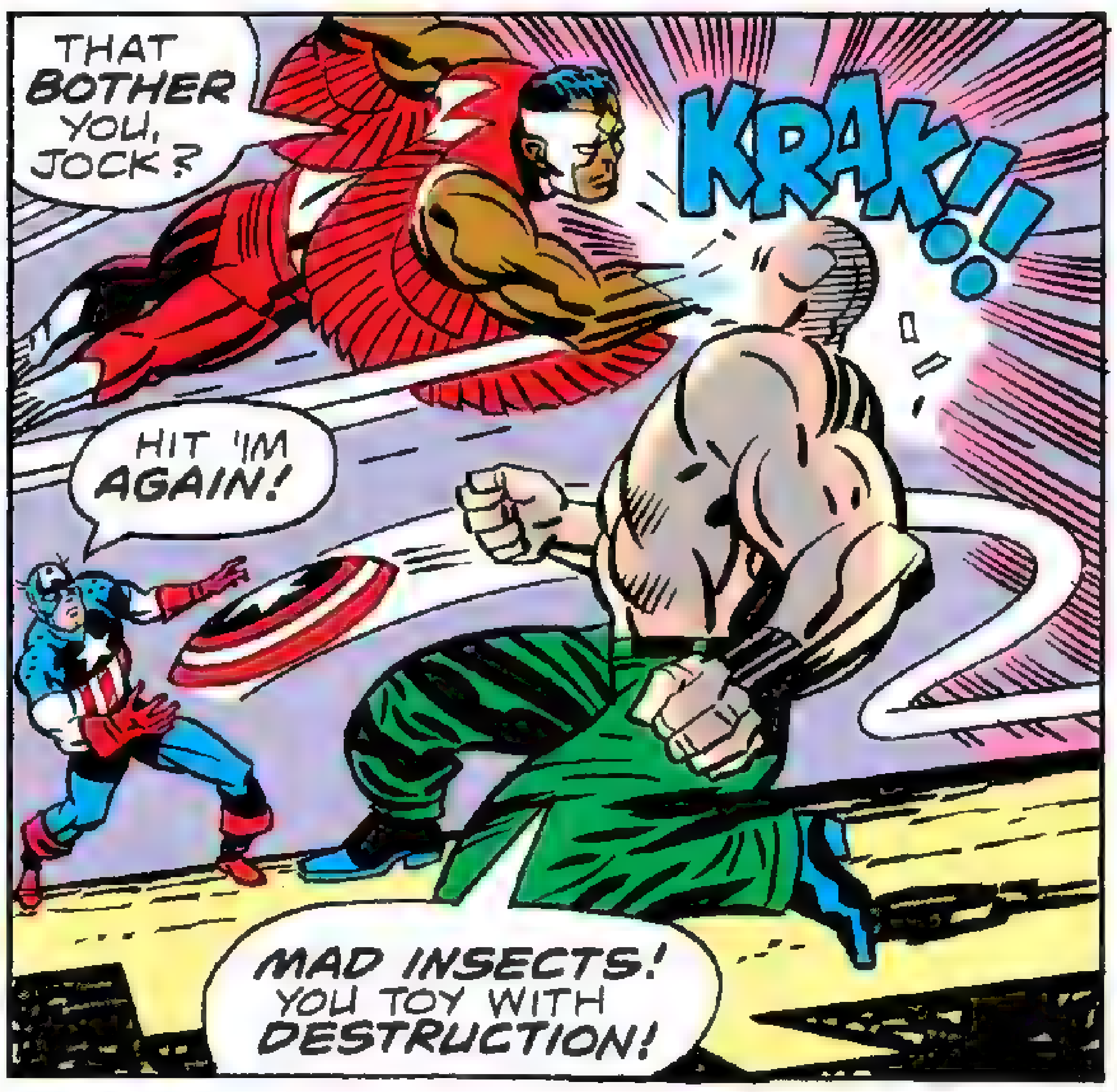

CAP IS ON HIS FEET, WITH NO TIME LEFT TO DODGE IN ANY DIRECTION!! HE LEAPS AT THE NEXT ONRUSHING CAR, HOPING TO HURDLE IT AT THE POINT OF IMPACT!!!
THIS MAY NOT WORK, BUT AT LEAST IT WON'T STRIKE ME HEAD ON!
SUDDENLY, A BIRD-LIKE SHADOW SWOOPS ACROSS CAP! HE IS GRIPPED BY STEEL FINGERS AND HAULED INTO THE AIR!
I NEVER THOUGHT I'D CATCH YOU PLAYING IN TRAFFIC, MISTER RED, WHITE AND BLUE!
FALCON! I-IT'S YOU!!
I REGAINED MY MEMORY, THANKS TO THIS DUDE!!
BUT, I SURE DON'T LIKE HIS METHOD!
DON'T KNOCK IT IF IT WORKS! I-IT'S GOOD TO HAVE YOU BACK, FELLA!
THEY TOLD ME ALL ABOUT IT WHEN I WOKE UP IN THAT SHIELD SHRINK WARD! THAT KOOK ALMOST SCRAMBLED MY BRAINS!!
TAKE HIM FROM THE TOP! I'LL HIT HIM AT THE KNEES!
WAK!
POW!

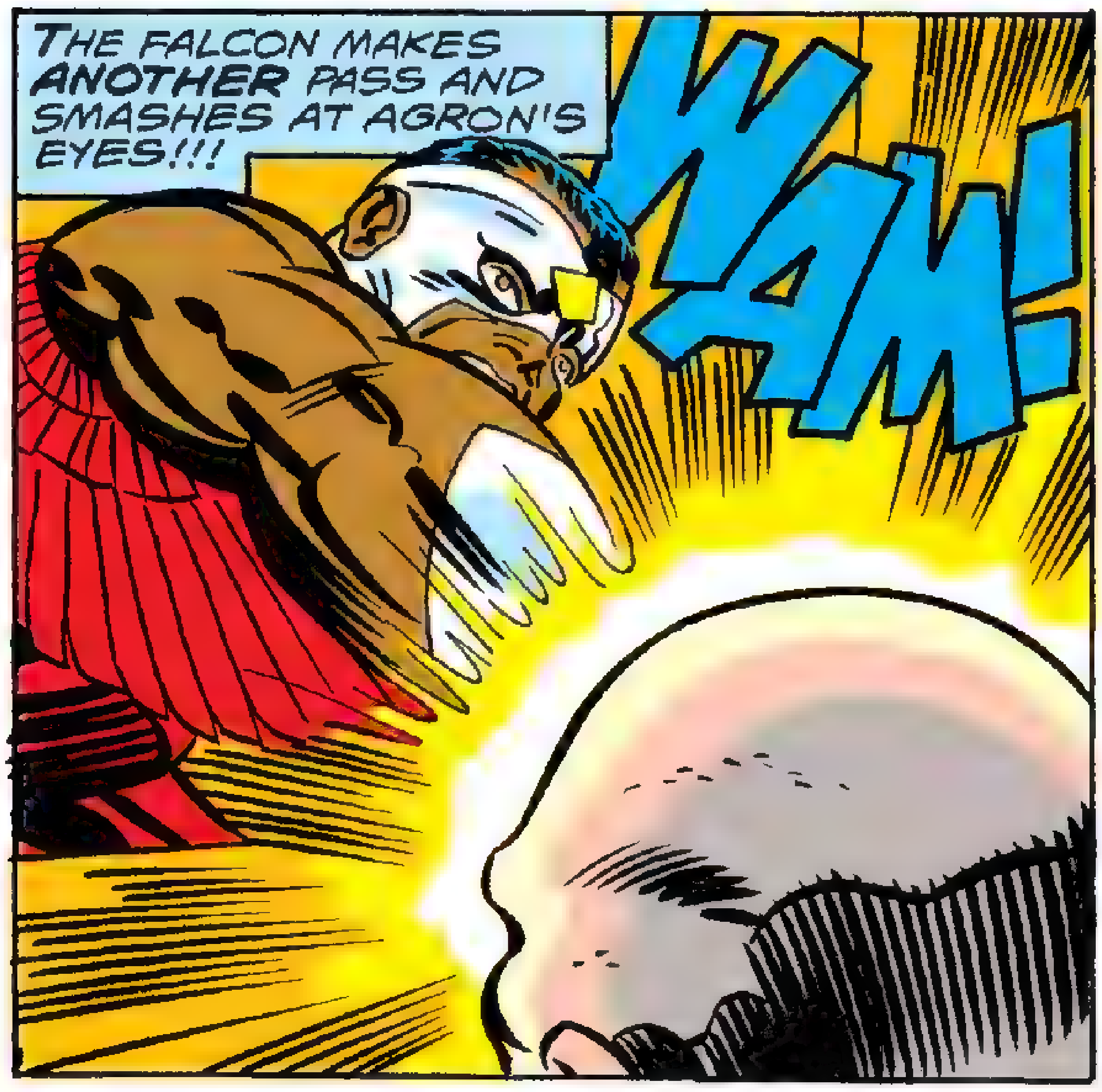

TEAMWORK DOES IT EVERY TIME!! WE'VE STOPPED HIM-- FOR THE MOMENT!!
WOW! THAT SURE KNOCKED THE WIND OUT OF ME!
START BACKTRACKING, CAP! DON'T GET TOO CLOSE TO HIM...
YOU'VE GOT SOMETHING THERE! I DON'T LIKE WHAT'S HAPPENING INSIDE THOSE EMPTY EYE-SOCKETS!
AGRON'S WRATH KNOWS NO BOUNDS! HE ELEVATES THE CORPSE-HEAD LIKE A NAVAL GUN, AND LEVELS HIS SIGHTS ON CAP AND THE FALCON! THEN...
TAKE OFF!! BEFORE HE BLOWS US TO SHREDS!
SAY NO MORE, MAN!
FALCON! LOOK! THE SHIELD BOYS HAVE COME WITH THEIR SPECIAL EQUIPMENT!
I DON'T KNOW WHAT IT DOES-- BUT LET'S GET IT INTO ACTION!
WE'RE GOING TO NEED YOUR HELP! AGRON MUST BE LURED FROM THAT BODY--AND INTO THIS TUBE!!

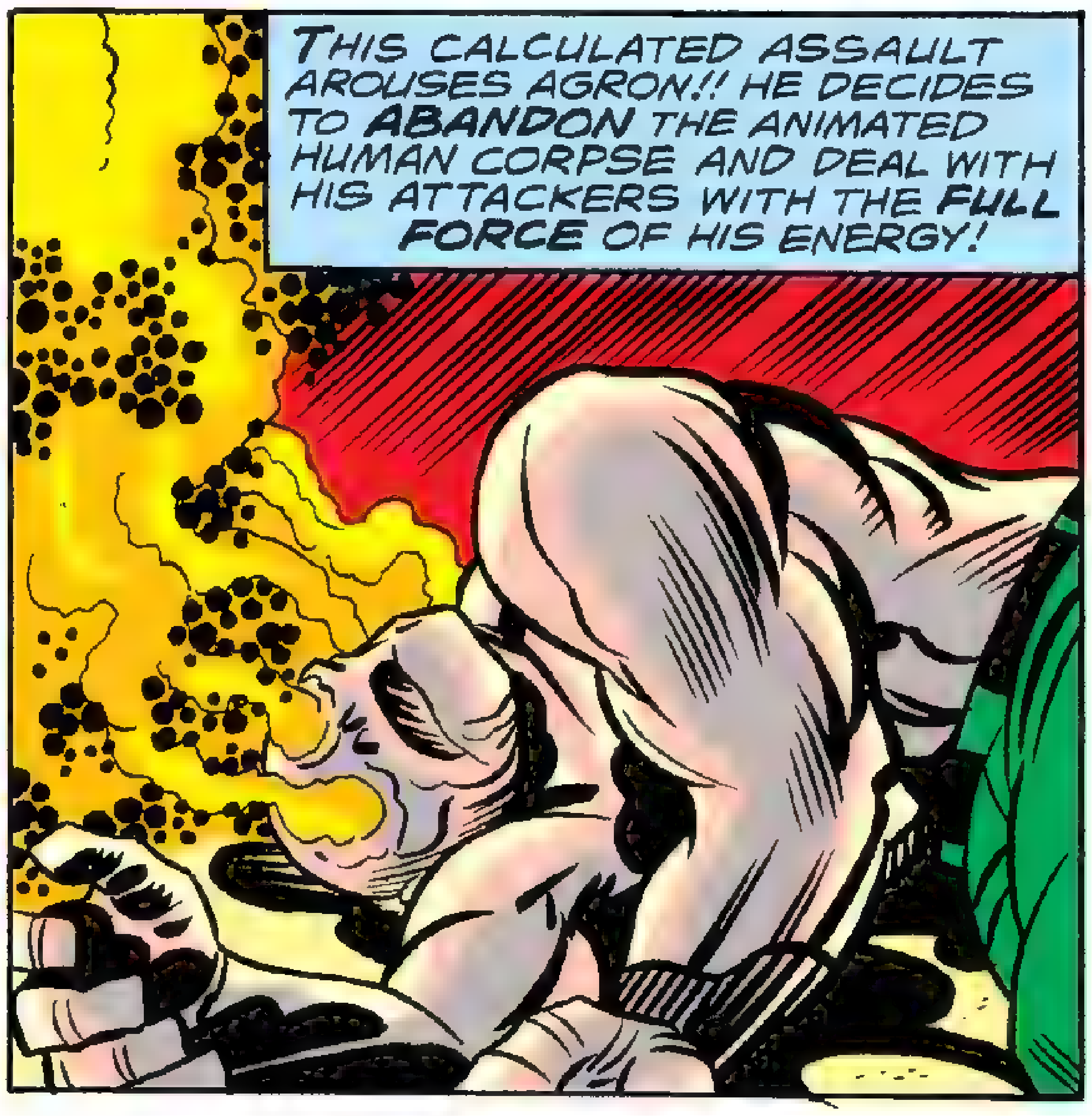

OH, GREAT!! JUST HOW DO WE SWEET-TALK THAT THING INTO CAGING ITSELF!!?
WHY DON'T WE DO THE REVERSE?!! WE CAN MAKE HIM ANGRY!--EVEN AFRAID!!

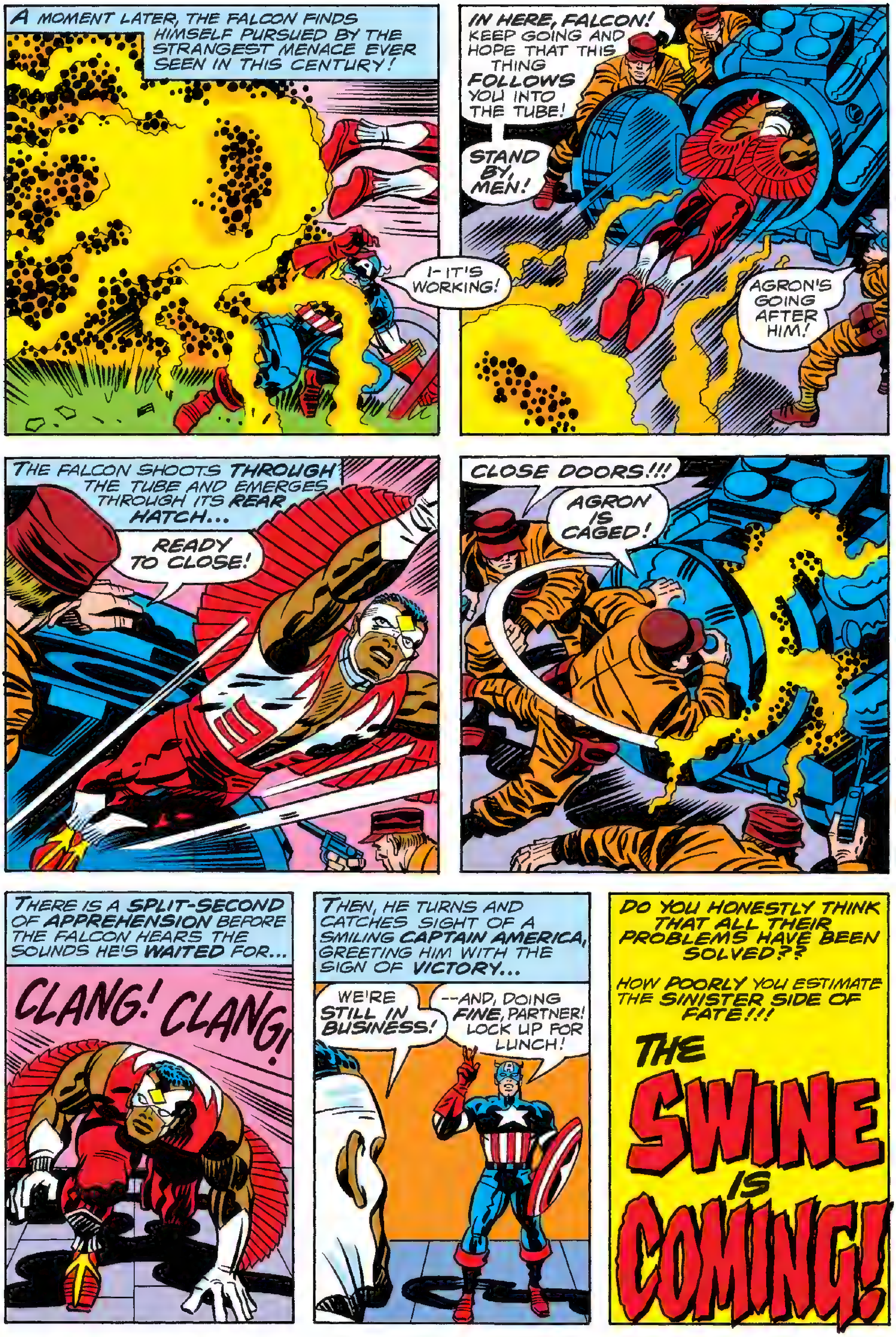

YEAH! WE'LL WORK ON HIS EYES!! HE SHOOTS ENERGY FROM THOSE EYES!
THAT'S IT!!
I'LL BELT HIM WITH MY SHIELD! THEN WE'LL KEEP UP THE ATTACK!

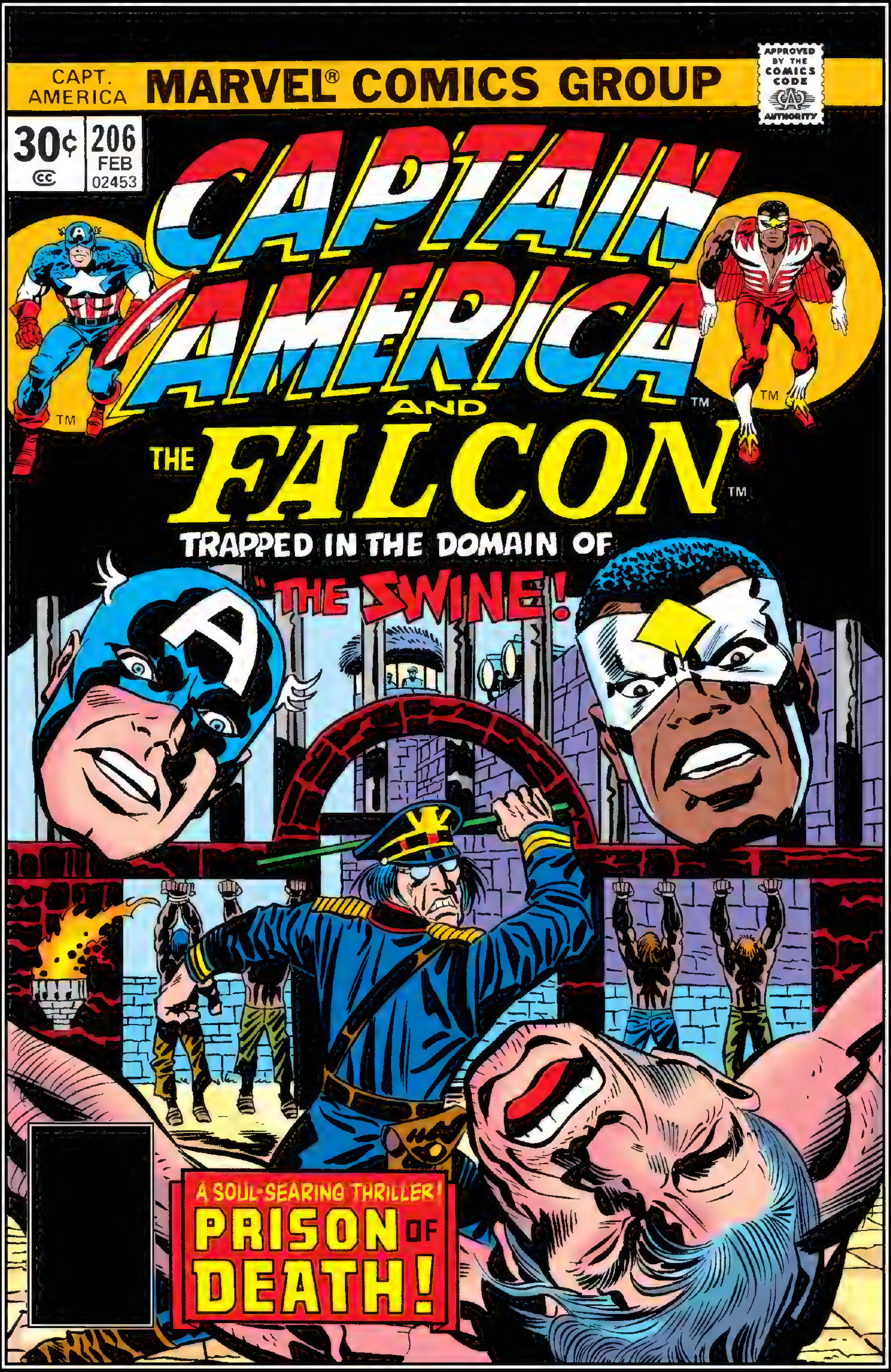

CAP'S FIRST THROW STRIKES HOME!!
OKAY! LET'S GET HIM!!
CLANG!
THE EYES HAVE IT!!
GO, MAN, GO!--AND DON'T LET UP ON THE ACTION!


THAT BOTHER YOU, JOCK?
KRAK!!
HIT 'IM AGAIN!
MAD INSECTS! YOU TOY WITH DESTRUCTION!


THE FALCON MAKES ANOTHER PASS AND SMASHES AT AGRON'S EYES!!!
WAM!


THIS CALCULATED ASSAULT AROUSES AGRON!! HE DECIDES TO ABANDON THE ANIMATED HUMAN CORPSE AND DEAL WITH HIS ATTACKERS WITH THE FULL FORCE OF HIS ENERGY!


A MOMENT LATER, THE FALCON FINDS HIMSELF PURSUED BY THE STRANGEST MENACE EVER SEEN IN THIS CENTURY!
I-IT'S WORKING!
IN HERE, FALCON! KEEP GOING AND HOPE THAT THIS THING FOLLOWS YOU INTO THE TUBE!
STAND BY, MEN!
AGRON'S GOING AFTER HIM!
THE FALCON SHOOTS THROUGH THE TUBE AND EMERGES THROUGH ITS REAR HATCH...
READY TO CLOSE!
CLOSE DOORS!!!
AGRON IS CAGED!
THERE IS A SPLIT-SECOND OF APPREHENSION BEFORE THE FALCON HEARS THE SOUNDS HE'S WAITED FOR...
CLANG! CLANG!
THEN, HE TURNS AND CATCHES SIGHT OF A SMILING CAPTAIN AMERICA, GREETING HIM WITH THE SIGN OF VICTORY...
WE'RE STILL IN BUSINESS!
--AND, DOING FINE, PARTNER! LOCK UP FOR LUNCH!
DO YOU HONESTLY THINK THAT ALL THEIR PROBLEMS HAVE BEEN SOLVED??
HOW POORLY YOU ESTIMATE THE SINISTER SIDE OF FATE!!!
THE SWINE IS COMING!


CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
206
FEB
02453
CAPTAIN AMERICA™
AND
THE FALCON™
TRAPPED IN THE DOMAIN OF
"THE SWINE!"
A SOUL-SEARING THRILLER!
PRISON OF DEATH!

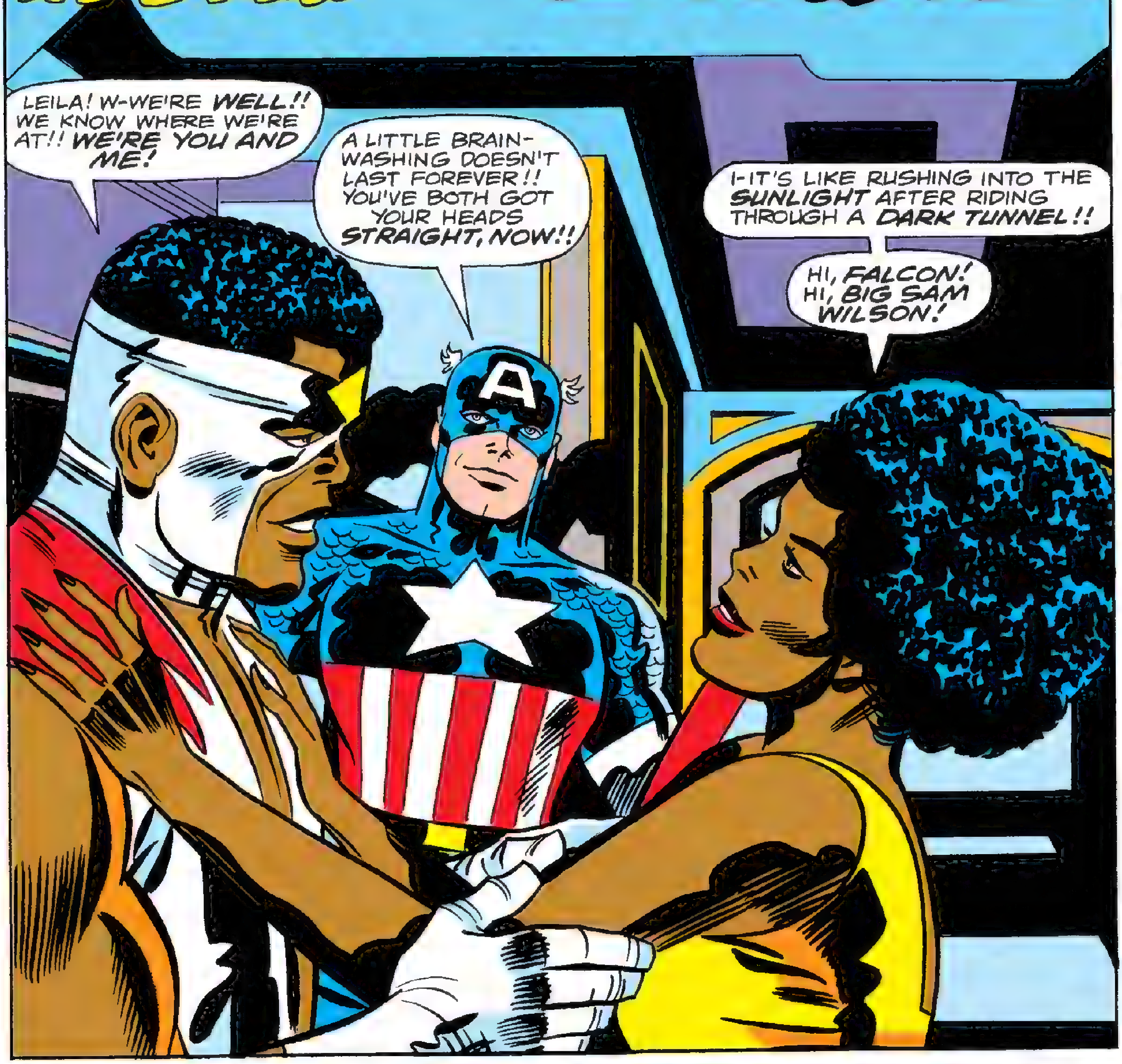
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

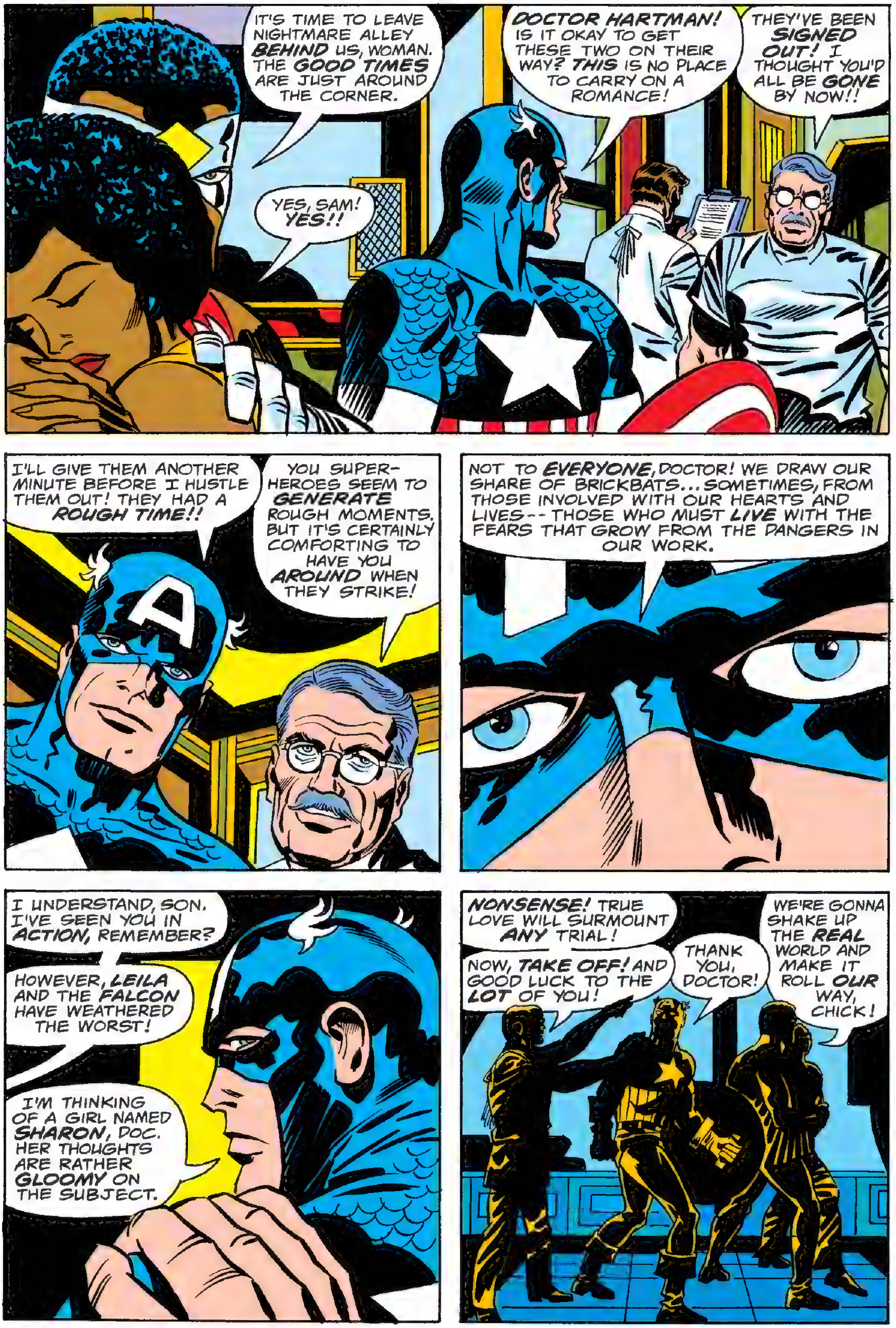
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

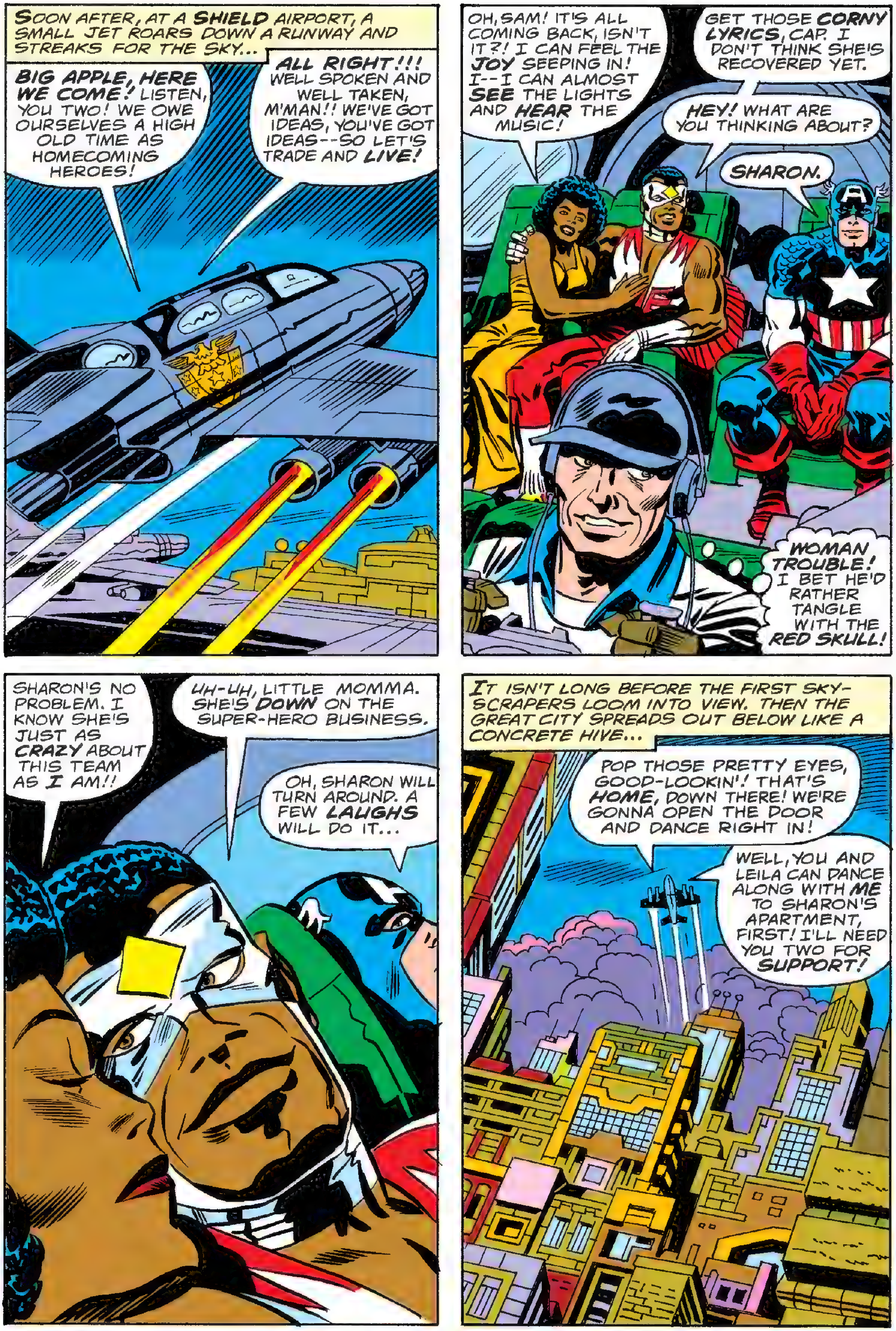
EDITED, WRITTEN & DRAWN BY: JACK KIRBY | INKED BY: F. GIACOIA | LETTERED BY: J. NOVAK | COLORED BY: P. GOLDBERG | PEEKED AT BY: A. GOODWIN

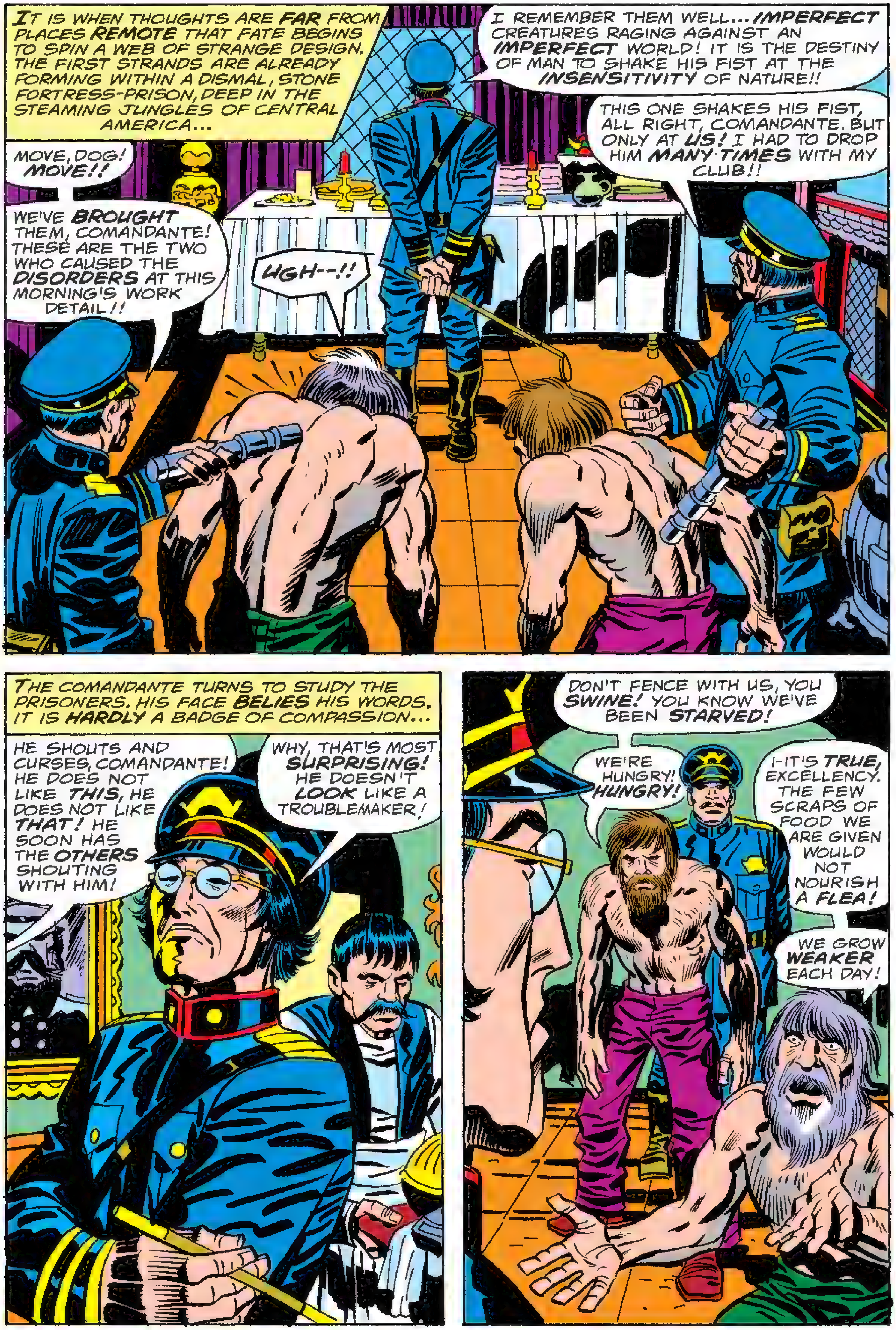
AFTER RECOVERING FROM THE PSYCHOLOGICAL **BACKLASH** OF A BIZARRE ADVENTURE, THE FALCON IS REUNITED WITH LEILA IN A **SHIELD** HOSPITAL WHERE MINDS ARE MENDED AND HUMAN SPIRITS ARE BROUGHT **BACK** FROM THE ABYSS OF DESPAIR. IN STARK CONTRAST TO THIS HOUSE OF HEALING, FAR AWAY THERE IS A PLACE WHERE SPIRITS ARE **CRUSHED** AND **BROKEN**, WHERE VICTIMS **PLEAD** FOR DEATH--A PLACE WHERE **CAPTAIN AMERICA** WILL FIND HIMSELF--

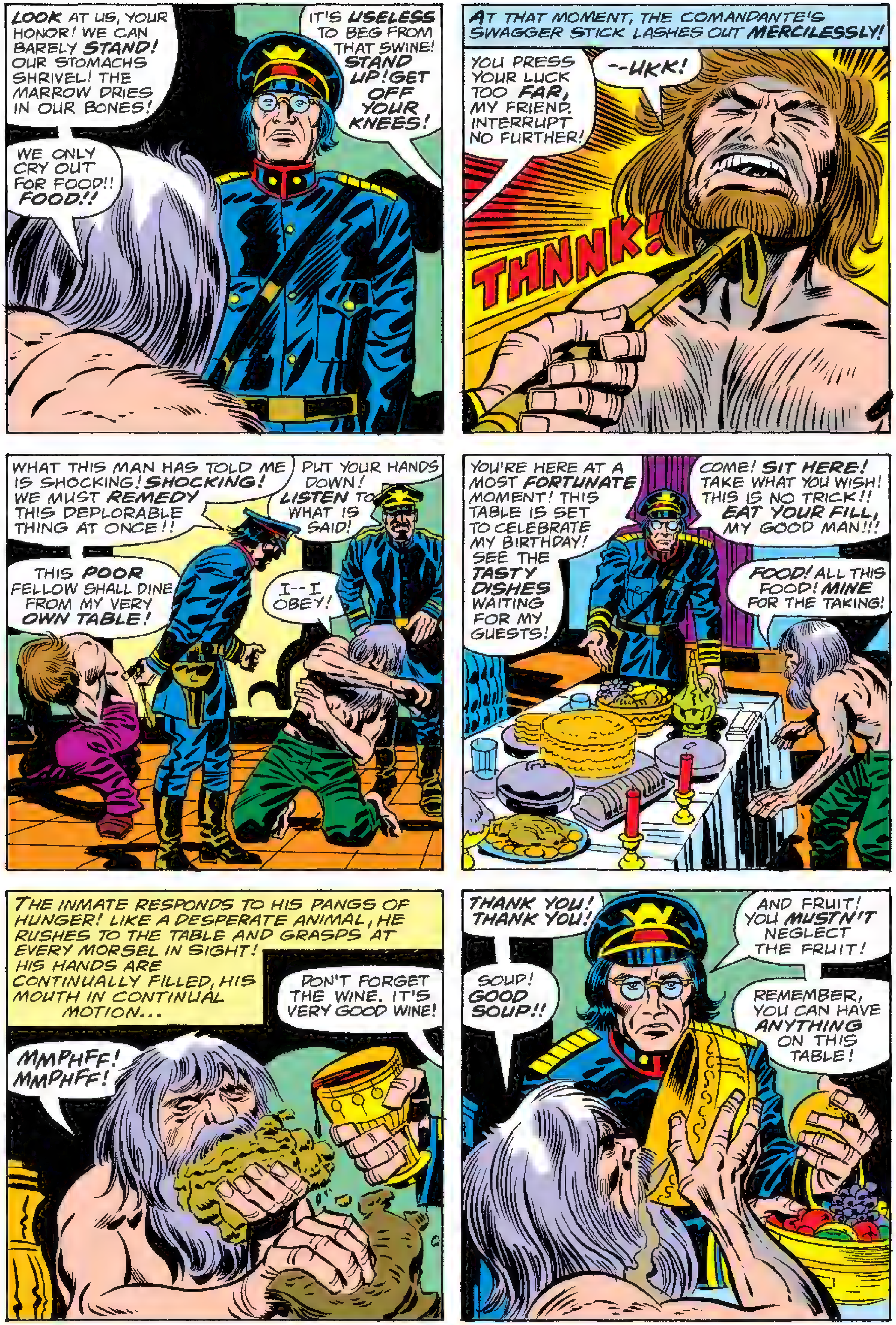
FACE TO FACE WITH THE SWINE!

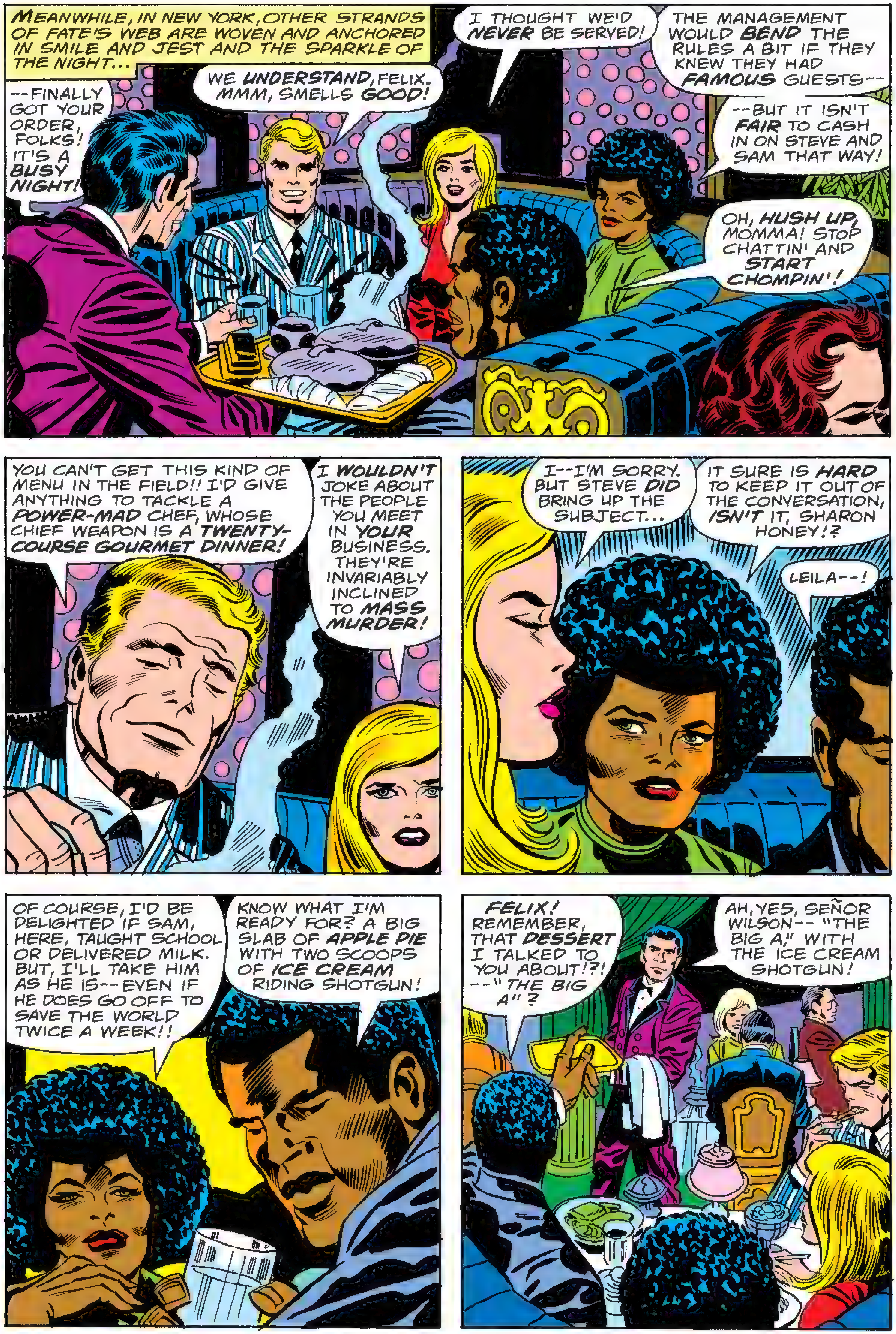

LEILA! W-WE'RE WELL!! WE KNOW WHERE WE'RE AT!! WE'RE YOU AND ME!
A LITTLE BRAIN-WASHING DOESN'T LAST FOREVER!! YOU'VE BOTH GOT YOUR HEADS STRAIGHT, NOW!!
I-IT'S LIKE RUSHING INTO THE SUNLIGHT AFTER RIDING THROUGH A DARK TUNNEL!!
HI, FALCON! HI, BIG SAM WILSON!

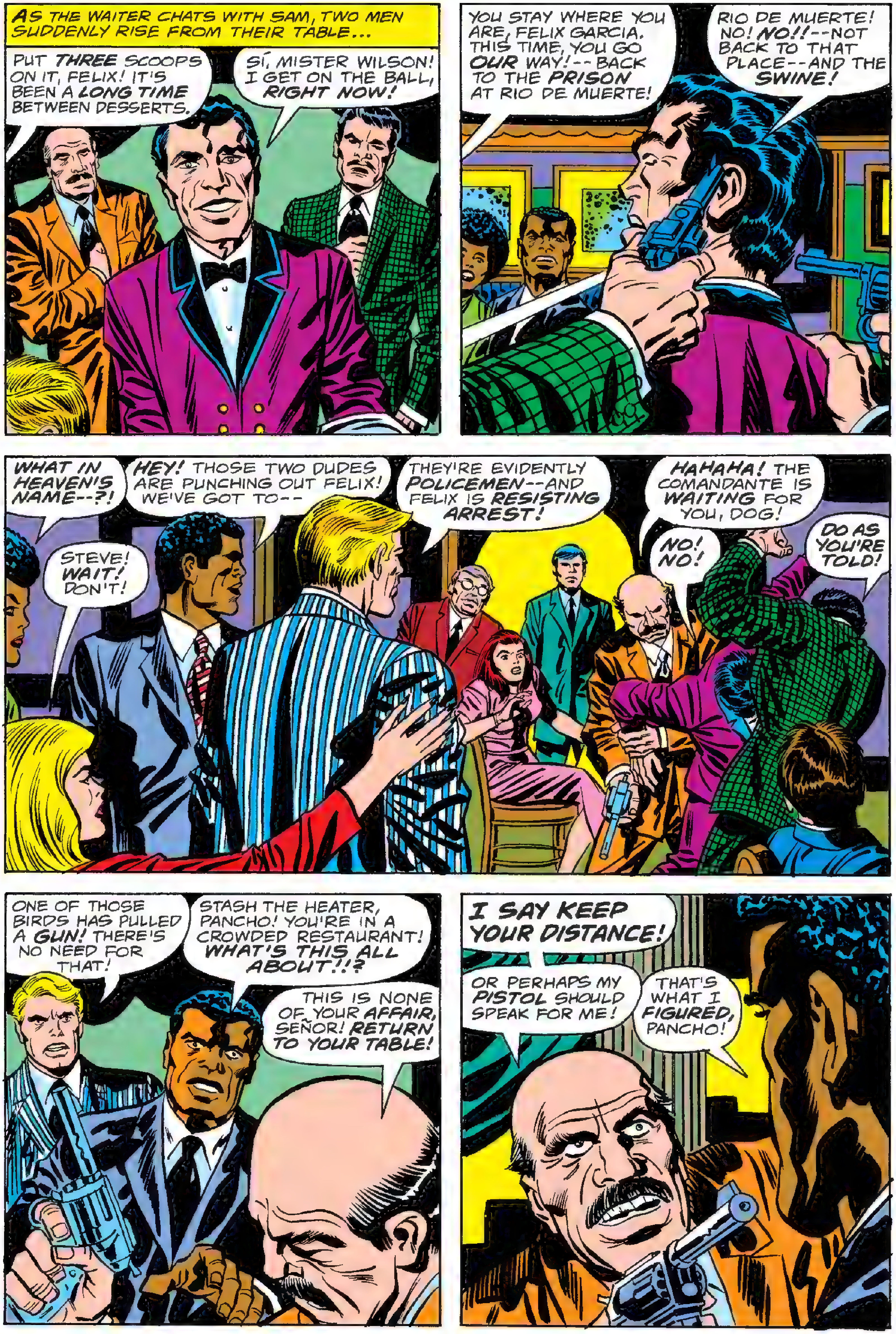

IT'S TIME TO LEAVE NIGHTMARE ALLEY BEHIND US, WOMAN. THE GOOD TIMES ARE JUST AROUND THE CORNER.
YES, SAM! YES!!
DOCTOR HARTMAN! IS IT OKAY TO GET THESE TWO ON THEIR WAY? THIS IS NO PLACE TO CARRY ON A ROMANCE!
THEY'VE BEEN SIGNED OUT! I THOUGHT YOU'D ALL BE GONE BY NOW!!
I'LL GIVE THEM ANOTHER MINUTE BEFORE I HUSTLE THEM OUT! THEY HAD A ROUGH TIME!!
YOU SUPER-HEROES SEEM TO GENERATE ROUGH MOMENTS. BUT IT'S CERTAINLY COMFORTING TO HAVE YOU AROUND WHEN THEY STRIKE!
NOT TO EVERYONE, DOCTOR! WE DRAW OUR SHARE OF BRICKBATS... SOMETIMES, FROM THOSE INVOLVED WITH OUR HEARTS AND LIVES-- THOSE WHO MUST LIVE WITH THE FEARS THAT GROW FROM THE DANGERS IN OUR WORK.
I UNDERSTAND, SON. I'VE SEEN YOU IN ACTION, REMEMBER?
HOWEVER, LEILA AND THE FALCON HAVE WEATHERED THE WORST!
I'M THINKING OF A GIRL NAMED SHARON, DOC. HER THOUGHTS ARE RATHER GLOOMY ON THE SUBJECT.
NONSENSE! TRUE LOVE WILL SURMOUNT ANY TRIAL!
NOW, TAKE OFF! AND GOOD LUCK TO THE LOT OF YOU!
THANK YOU, DOCTOR!
WE'RE GONNA SHAKE UP THE REAL WORLD AND MAKE IT ROLL OUR WAY, CHICK!

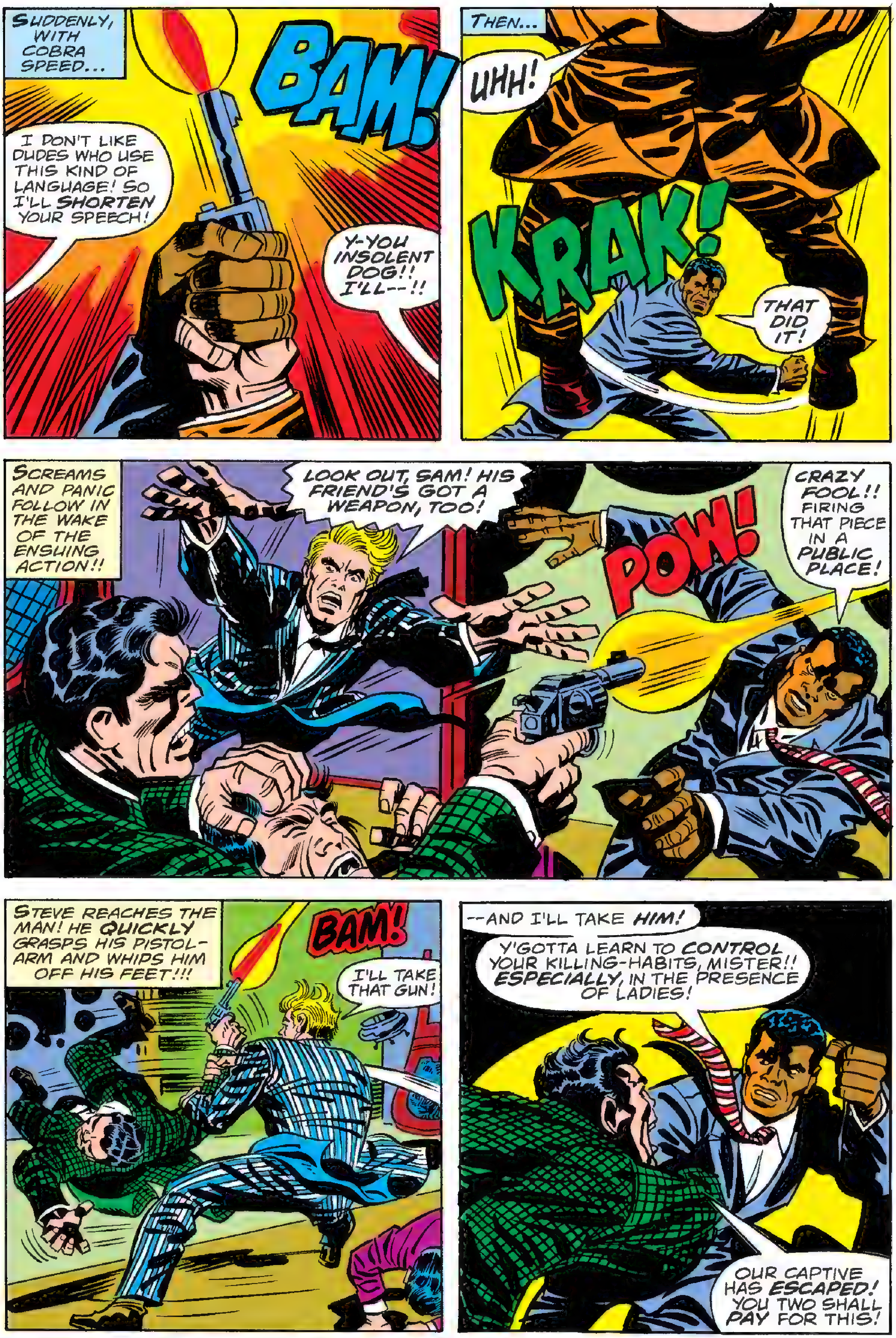

SOON AFTER, AT A **SHIELD** AIRPORT, A SMALL JET ROARS DOWN A RUNWAY AND STREAKS FOR THE SKY...
BIG APPLE, HERE WE COME! LISTEN, YOU TWO! WE OWE OURSELVES A HIGH OLD TIME AS HOMECOMING HEROES!
ALL RIGHT!!! WELL SPOKEN AND WELL TAKEN, M'MAN!! WE'VE GOT IDEAS, YOU'VE GOT IDEAS--SO LET'S TRADE AND **LIVE!**
OH, SAM! IT'S ALL COMING BACK, ISN'T IT?! I CAN FEEL THE **JOY** SEEPING IN! I--I CAN ALMOST **SEE** THE LIGHTS AND **HEAR** THE MUSIC!
GET THOSE **CORNY LYRICS**, CAP. I DON'T THINK SHE'S RECOVERED YET.
HEY! WHAT ARE YOU THINKING ABOUT?
SHARON.
WOMAN TROUBLE! I BET HE'D RATHER TANGLE WITH THE **RED SKULL!**
SHARON'S NO PROBLEM. I KNOW SHE'S JUST AS **CRAZY** ABOUT THIS TEAM AS **I** AM!!
UH-UH, LITTLE MOMMA. SHE'S **DOWN** ON THE SUPER-HERO BUSINESS.
OH, SHARON WILL TURN AROUND. A FEW **LAUGHS** WILL DO IT...
IT ISN'T LONG BEFORE THE FIRST SKY-SCRAPERS LOOM INTO VIEW. THEN THE GREAT CITY SPREADS OUT BELOW LIKE A CONCRETE HIVE...
POP THOSE PRETTY EYES, GOOD-LOOKIN'! THAT'S **HOME**, DOWN THERE! WE'RE GONNA OPEN THE DOOR AND DANCE RIGHT IN!
WELL, YOU AND LEILA CAN DANCE ALONG WITH **ME** TO SHARON'S APARTMENT, FIRST! I'LL NEED YOU TWO FOR **SUPPORT!**

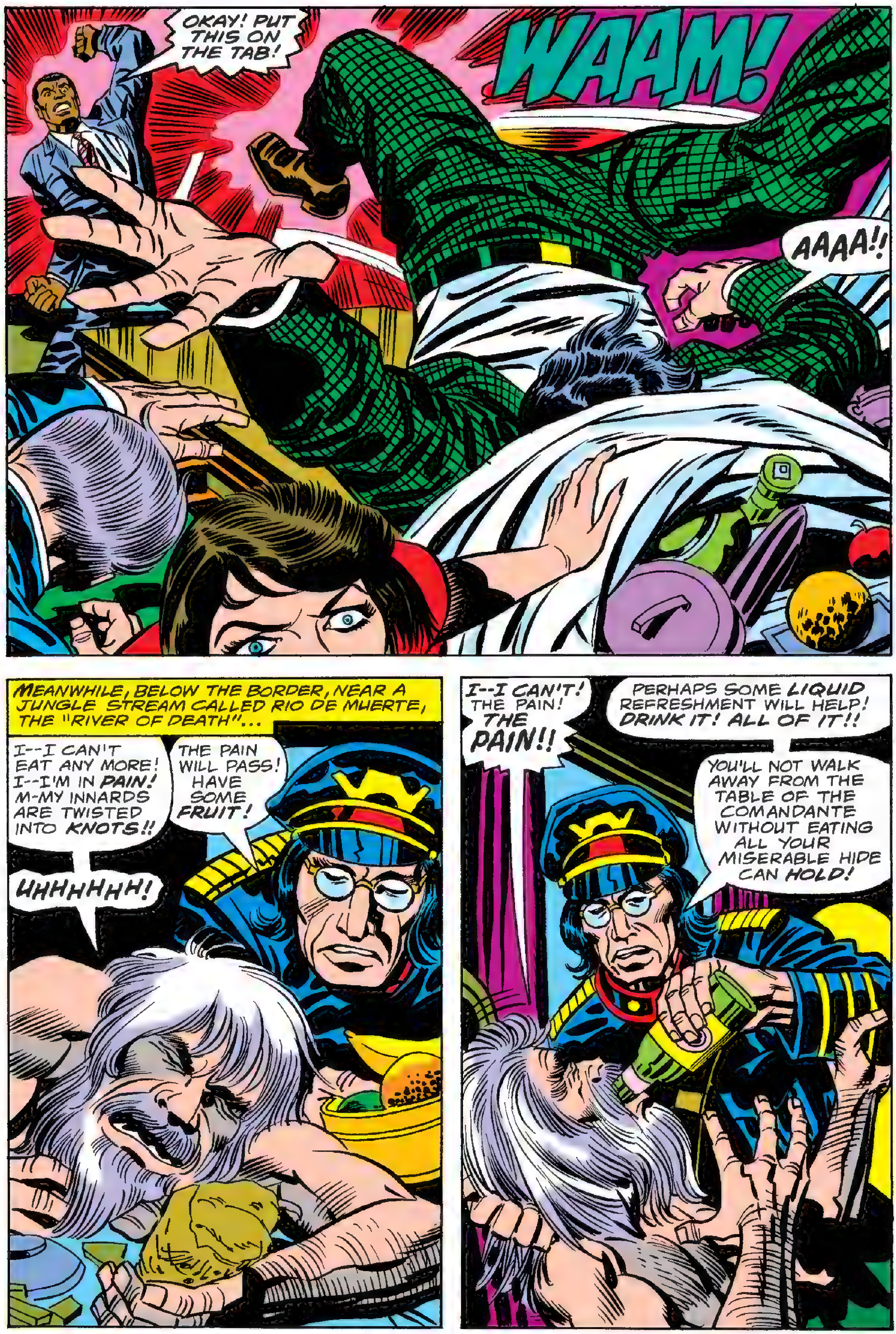

IT IS WHEN THOUGHTS ARE **FAR** FROM PLACES **REMOTE** THAT FATE BEGINS TO SPIN A WEB OF STRANGE DESIGN. THE FIRST STRANDS ARE ALREADY FORMING WITHIN A DISMAL, STONE FORTRESS-PRISON, DEEP IN THE STEAMING JUNGLES OF CENTRAL AMERICA...
I REMEMBER THEM WELL... **IMPERFECT** CREATURES RAGING AGAINST AN **IMPERFECT** WORLD! IT IS THE DESTINY OF MAN TO SHAKE HIS FIST AT THE **INSENSITIVITY** OF NATURE!!
MOVE, DOG! **MOVE!!**
WE'VE **BROUGHT** THEM, COMANDANTE! THESE ARE THE TWO WHO CAUSED THE **DISORDERS** AT THIS MORNING'S WORK DETAIL!!
UGH--!!
THIS ONE SHAKES HIS FIST, ALL RIGHT, COMANDANTE. BUT ONLY AT **US!** I HAD TO DROP HIM **MANY TIMES** WITH MY CLUB!!
THE COMANDANTE TURNS TO STUDY THE PRISONERS. HIS FACE **BELIES** HIS WORDS. IT IS **HARDLY** A BADGE OF COMPASSION...
HE SHOUTS AND CURSES, COMANDANTE! HE DOES NOT LIKE **THIS**, HE DOES NOT LIKE **THAT!** HE SOON HAS THE **OTHERS** SHOUTING WITH HIM!
WHY, THAT'S MOST **SURPRISING!** HE DOESN'T **LOOK** LIKE A TROUBLEMAKER!
DON'T FENCE WITH US, YOU **SWINE!** YOU KNOW WE'VE BEEN **STARVED!**
WE'RE HUNGRY! **HUNGRY!**
I-IT'S **TRUE**, EXCELLENCY. THE FEW SCRAPS OF FOOD WE ARE GIVEN WOULD NOT NOURISH A **FLEA!**
WE GROW **WEAKER** EACH DAY!

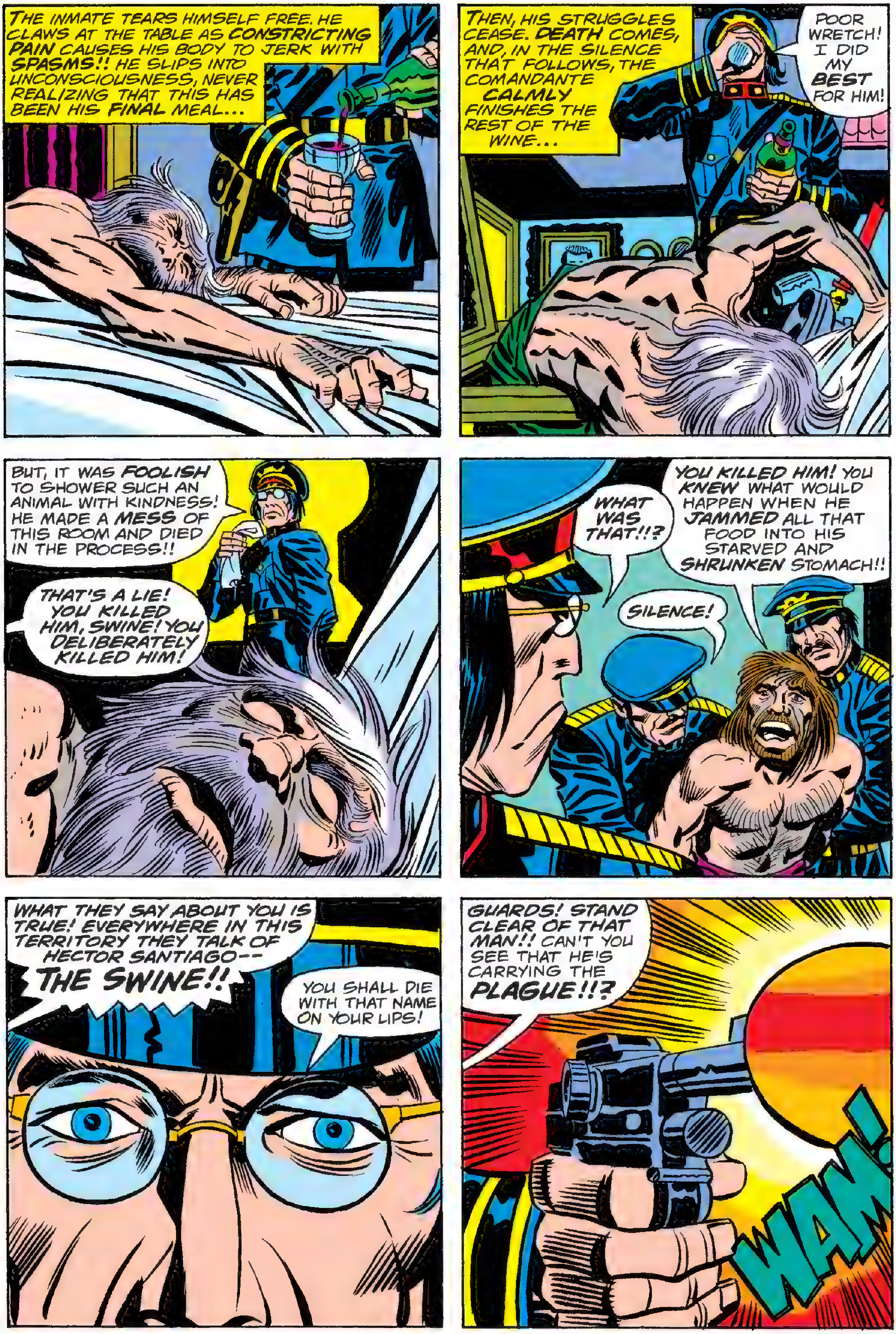

LOOK AT US, YOUR HONOR! WE CAN BARELY STAND! OUR STOMACHS SHRIVEL! THE MARROW DRIES IN OUR BONES!
IT'S USELESS TO BEG FROM THAT SWINE! STAND UP! GET OFF YOUR KNEES!
WE ONLY CRY OUT FOR FOOD!! FOOD!!
AT THAT MOMENT, THE COMANDANTE'S SWAGGER STICK LASHES OUT MERCILESSLY!
YOU PRESS YOUR LUCK TOO FAR, MY FRIEND. INTERRUPT NO FURTHER!
--UKK!
THNNK!
WHAT THIS MAN HAS TOLD ME IS SHOCKING! SHOCKING! WE MUST REMEDY THIS DEPLORABLE THING AT ONCE!!
PUT YOUR HANDS DOWN! LISTEN TO WHAT IS SAID!
THIS POOR FELLOW SHALL DINE FROM MY VERY OWN TABLE!
I--I OBEY!
YOU'RE HERE AT A MOST FORTUNATE MOMENT! THIS TABLE IS SET TO CELEBRATE MY BIRTHDAY! SEE THE TASTY DISHES WAITING FOR MY GUESTS!
COME! SIT HERE! TAKE WHAT YOU WISH! THIS IS NO TRICK!! EAT YOUR FILL, MY GOOD MAN!!!
FOOD! ALL THIS FOOD! MINE FOR THE TAKING!
THE INMATE RESPONDS TO HIS PANGS OF HUNGER! LIKE A DESPERATE ANIMAL, HE RUSHES TO THE TABLE AND GRASPS AT EVERY MORSEL IN SIGHT! HIS HANDS ARE CONTINUALLY FILLED, HIS MOUTH IN CONTINUAL MOTION...
DON'T FORGET THE WINE. IT'S VERY GOOD WINE!
MMPHFF! MMPHFF!
THANK YOU! THANK YOU!
AND FRUIT! YOU MUSTN'T NEGLECT THE FRUIT!
SOUP! GOOD SOUP!!
REMEMBER, YOU CAN HAVE ANYTHING ON THIS TABLE!

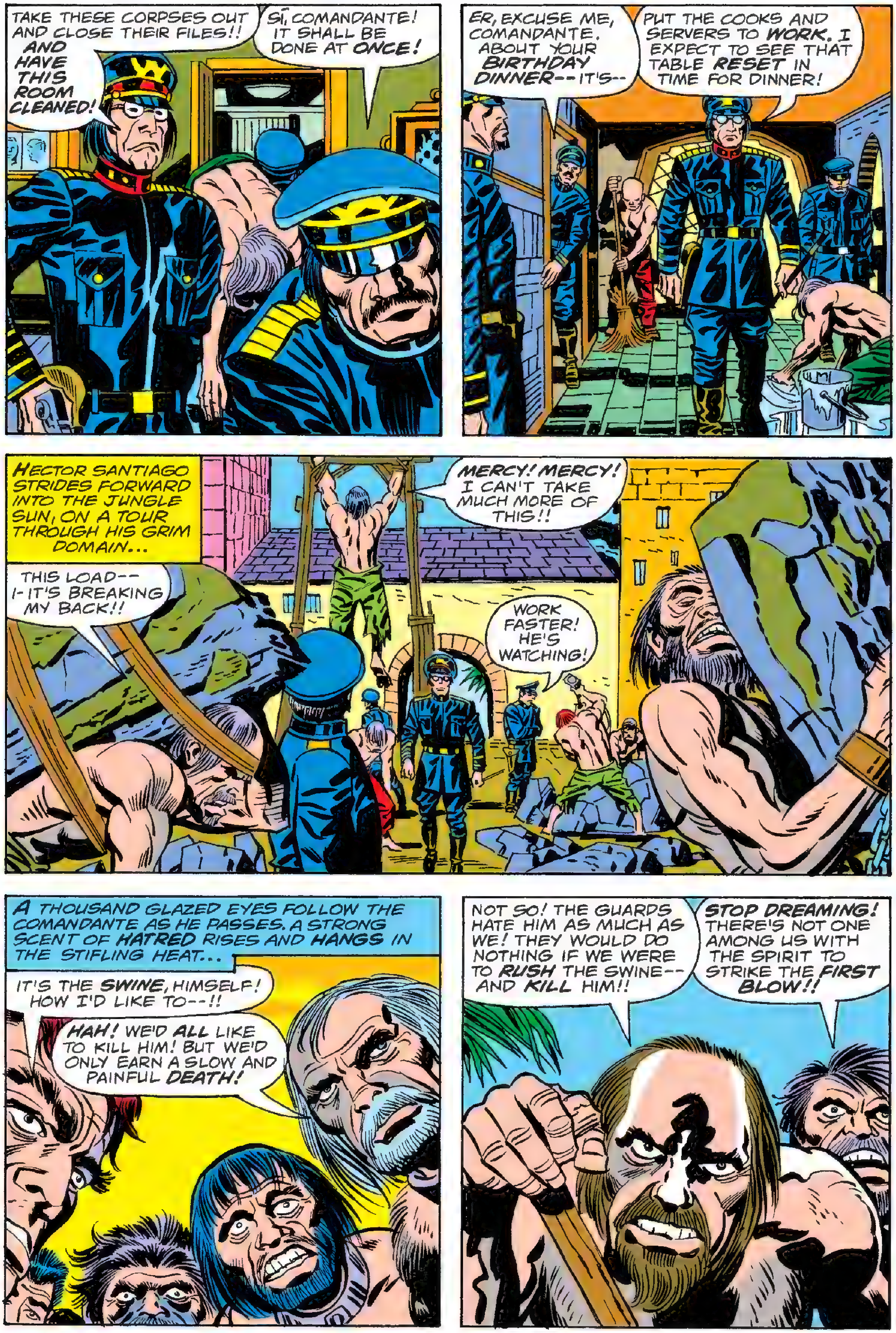

MEANWHILE, IN NEW YORK, OTHER STRANDS OF FATE'S WEB ARE WOVEN AND ANCHORED IN SMILE AND JEST AND THE SPARKLE OF THE NIGHT...
--FINALLY GOT YOUR ORDER, FOLKS! IT'S A BUSY NIGHT!
WE UNDERSTAND, FELIX. MMM, SMELLS GOOD!
I THOUGHT WE'D NEVER BE SERVED!
THE MANAGEMENT WOULD BEND THE RULES A BIT IF THEY KNEW THEY HAD FAMOUS GUESTS--
--BUT IT ISN'T FAIR TO CASH IN ON STEVE AND SAM THAT WAY!
OH, HUSH UP, MOMMA! STOP CHATTIN' AND START CHOMPIN'!
YOU CAN'T GET THIS KIND OF MENU IN THE FIELD!! I'D GIVE ANYTHING TO TACKLE A POWER-MAD CHEF, WHOSE CHIEF WEAPON IS A TWENTY-COURSE GOURMET DINNER!
I WOULDN'T JOKE ABOUT THE PEOPLE YOU MEET IN YOUR BUSINESS. THEY'RE INVARIABLY INCLINED TO MASS MURDER!
I--I'M SORRY. BUT STEVE DID BRING UP THE SUBJECT...
IT SURE IS HARD TO KEEP IT OUT OF THE CONVERSATION, ISN'T IT, SHARON HONEY!?
LEILA--!
OF COURSE, I'D BE DELIGHTED IF SAM, HERE, TAUGHT SCHOOL OR DELIVERED MILK. BUT, I'LL TAKE HIM AS HE IS--EVEN IF HE DOES GO OFF TO SAVE THE WORLD TWICE A WEEK!!
KNOW WHAT I'M READY FOR? A BIG SLAB OF APPLE PIE WITH TWO SCOOPS OF ICE CREAM RIDING SHOTGUN!
FELIX! REMEMBER THAT DESSERT I TALKED TO YOU ABOUT!?! --"THE BIG A"?
AH, YES, SEÑOR WILSON-- "THE BIG A," WITH THE ICE CREAM SHOTGUN!

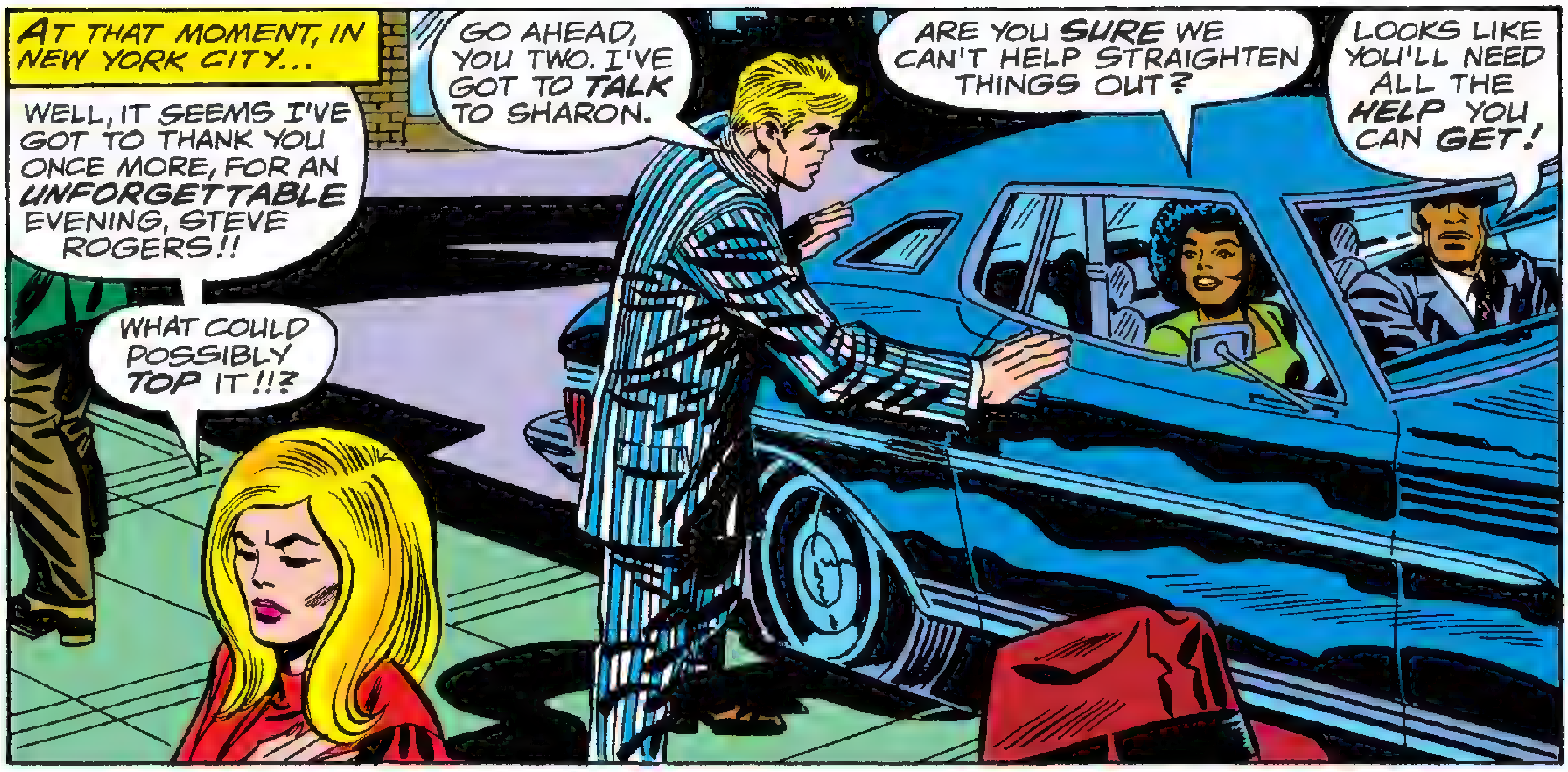

AS THE WAITER CHATS WITH SAM, TWO MEN SUDDENLY RISE FROM THEIR TABLE...
PUT **THREE** SCOOPS ON IT, FELIX! IT'S BEEN A **LONG TIME** BETWEEN DESSERTS.
SÍ, MISTER WILSON! I GET ON THE BALL, **RIGHT NOW!**
YOU STAY WHERE YOU ARE, FELIX GARCIA. THIS TIME, YOU GO **OUR** WAY!--BACK TO THE **PRISON** AT RIO DE MUERTE!
RIO DE MUERTE! NO! **NO!!**--NOT BACK TO THAT PLACE--AND THE **SWINE!**
WHAT IN HEAVEN'S NAME--?!
HEY! THOSE TWO DUDES ARE PUNCHING OUT FELIX! WE'VE GOT TO--
THEY'RE EVIDENTLY **POLICEMEN**--AND FELIX IS **RESISTING ARREST!**
HAHAHA! THE COMANDANTE IS **WAITING** FOR YOU, DOG!
STEVE! **WAIT!** DON'T!
NO! NO!
DO AS YOU'RE TOLD!
ONE OF THOSE BIRDS HAS PULLED A **GUN!** THERE'S NO NEED FOR THAT!
STASH THE HEATER, PANCHO! YOU'RE IN A CROWDED RESTAURANT! **WHAT'S THIS ALL ABOUT!!?**
THIS IS NONE OF YOUR **AFFAIR**, SEÑOR! **RETURN TO YOUR TABLE!**
I SAY KEEP YOUR DISTANCE!
OR PERHAPS MY **PISTOL** SHOULD SPEAK FOR ME!
THAT'S WHAT I **FIGURED**, PANCHO!

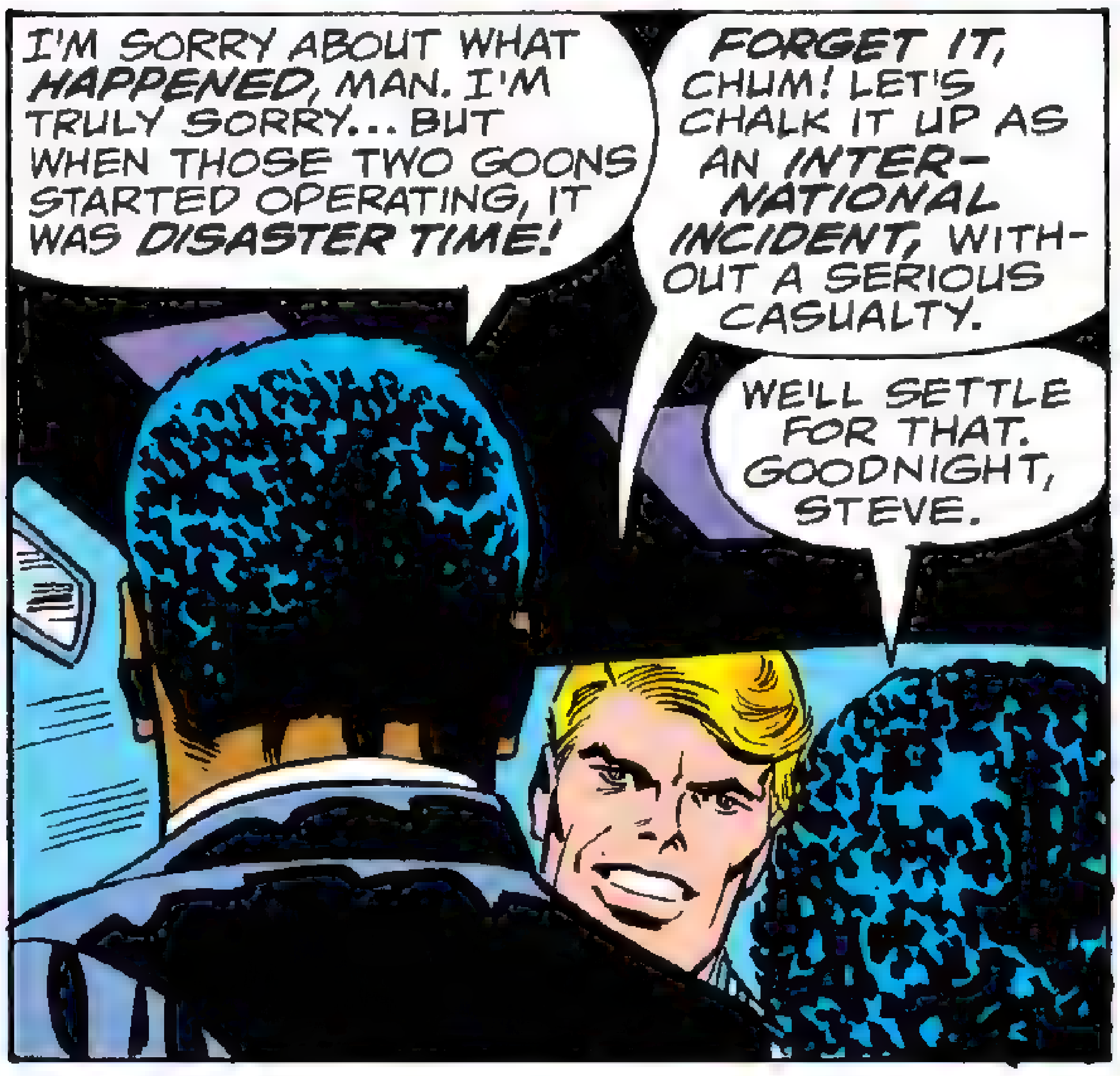

SUDDENLY, WITH COBRA SPEED...
BAM!
I DON'T LIKE DUDES WHO USE THIS KIND OF LANGUAGE! SO I'LL SHORTEN YOUR SPEECH!
Y-YOU INSOLENT DOG!! I'LL--!!
THEN...
UHH!
KRAK!
THAT DID IT!
SCREAMS AND PANIC FOLLOW IN THE WAKE OF THE ENSUING ACTION!!
LOOK OUT, SAM! HIS FRIEND'S GOT A WEAPON, TOO!
POW!
CRAZY FOOL!! FIRING THAT PIECE IN A PUBLIC PLACE!
STEVE REACHES THE MAN! HE QUICKLY GRASPS HIS PISTOL-ARM AND WHIPS HIM OFF HIS FEET!!!
BAM!
I'LL TAKE THAT GUN!
--AND I'LL TAKE HIM!
Y'GOTTA LEARN TO CONTROL YOUR KILLING-HABITS, MISTER!! ESPECIALLY, IN THE PRESENCE OF LADIES!
OUR CAPTIVE HAS ESCAPED! YOU TWO SHALL PAY FOR THIS!

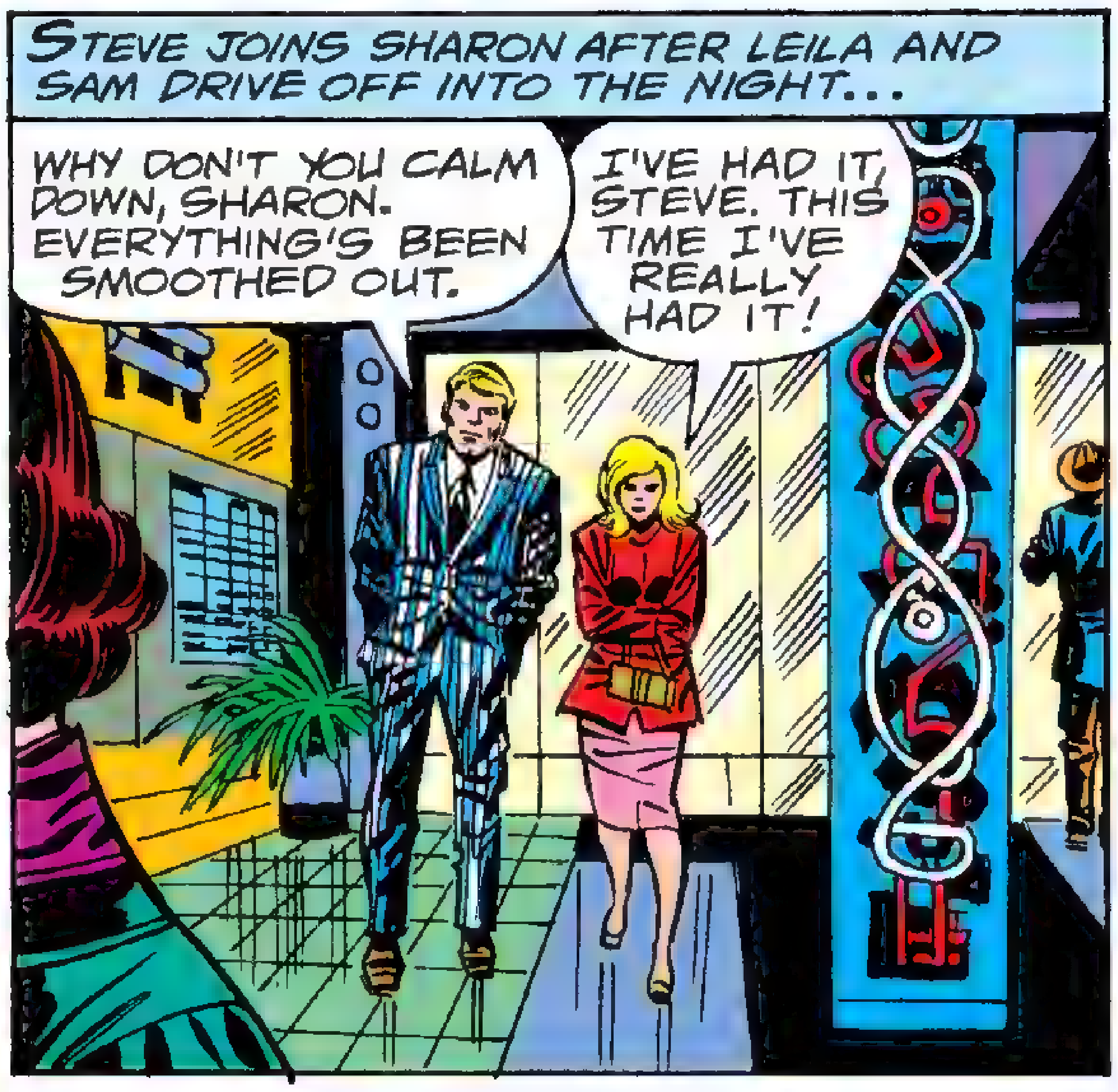

OKAY! PUT THIS ON THE TAB!
WAAM!
AAAA!!
MEANWHILE, BELOW THE BORDER, NEAR A JUNGLE STREAM CALLED RIO DE MUERTE, THE "RIVER OF DEATH"...
I--I CAN'T EAT ANY MORE! I--I'M IN PAIN! M-MY INNARDS ARE TWISTED INTO KNOTS!!
THE PAIN WILL PASS! HAVE SOME FRUIT!
UHHHHHH!
I--I CAN'T! THE PAIN! THE PAIN!!
PERHAPS SOME LIQUID REFRESHMENT WILL HELP! DRINK IT! ALL OF IT!!
YOU'LL NOT WALK AWAY FROM THE TABLE OF THE COMANDANTE WITHOUT EATING ALL YOUR MISERABLE HIDE CAN HOLD!

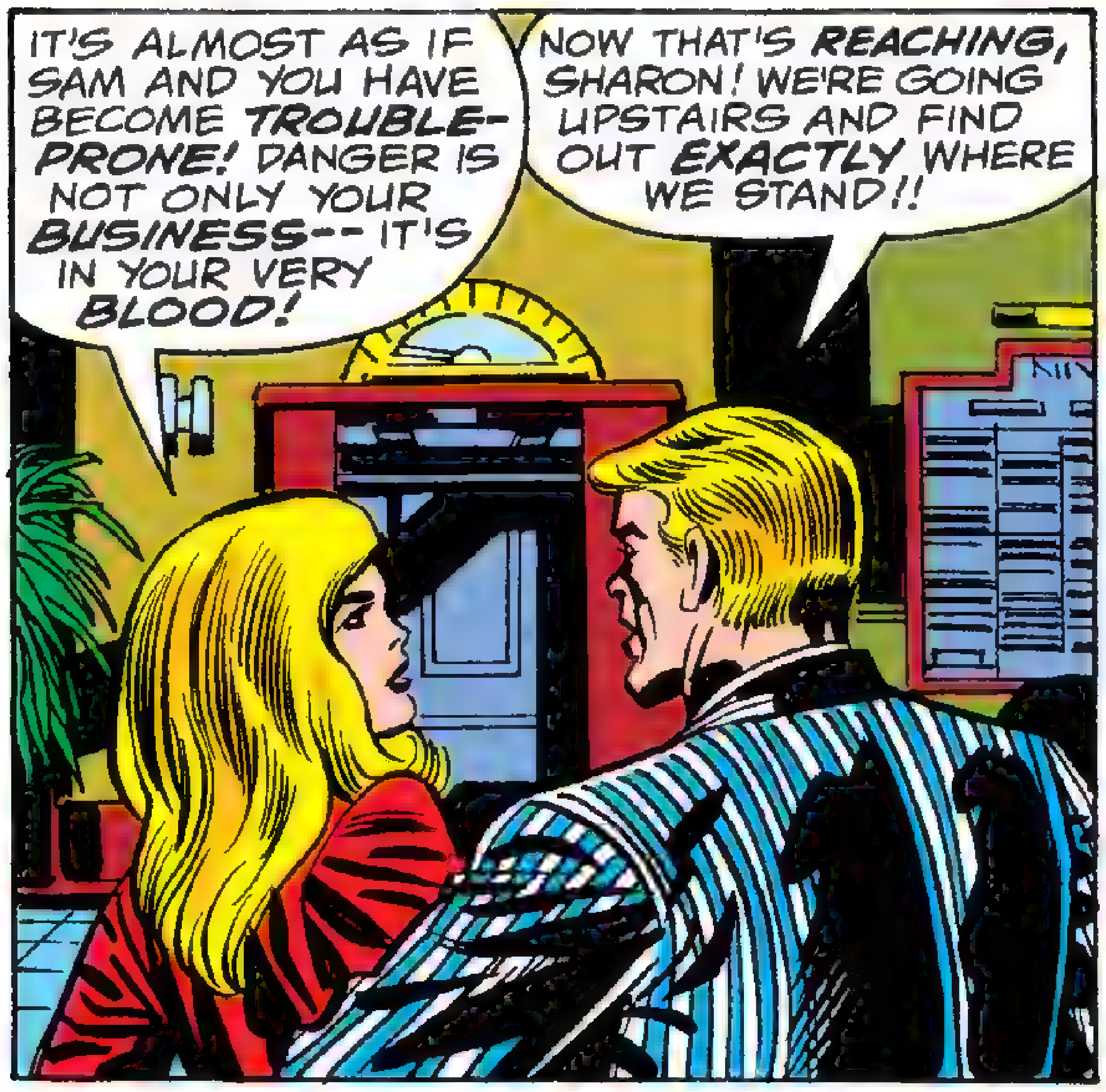

THE INMATE TEARS HIMSELF FREE. HE CLAWS AT THE TABLE AS CONSTRICTING PAIN CAUSES HIS BODY TO JERK WITH SPASMS!! HE SLIPS INTO UNCONSCIOUSNESS, NEVER REALIZING THAT THIS HAS BEEN HIS FINAL MEAL...
THEN, HIS STRUGGLES CEASE. DEATH COMES, AND, IN THE SILENCE THAT FOLLOWS, THE COMANDANTE CALMLY FINISHES THE REST OF THE WINE...
POOR WRETCH! I DID MY BEST FOR HIM!
BUT, IT WAS FOOLISH TO SHOWER SUCH AN ANIMAL WITH KINDNESS! HE MADE A MESS OF THIS ROOM AND DIED IN THE PROCESS!!
THAT'S A LIE! YOU KILLED HIM, SWINE! YOU DELIBERATELY KILLED HIM!
WHAT WAS THAT!!?
YOU KILLED HIM! YOU KNEW WHAT WOULD HAPPEN WHEN HE JAMMED ALL THAT FOOD INTO HIS STARVED AND SHRUNKEN STOMACH!!
SILENCE!
WHAT THEY SAY ABOUT YOU IS TRUE! EVERYWHERE IN THIS TERRITORY THEY TALK OF HECTOR SANTIAGO-- THE SWINE!!
YOU SHALL DIE WITH THAT NAME ON YOUR LIPS!
GUARDS! STAND CLEAR OF THAT MAN!! CAN'T YOU SEE THAT HE'S CARRYING THE PLAGUE!!?
WAM!

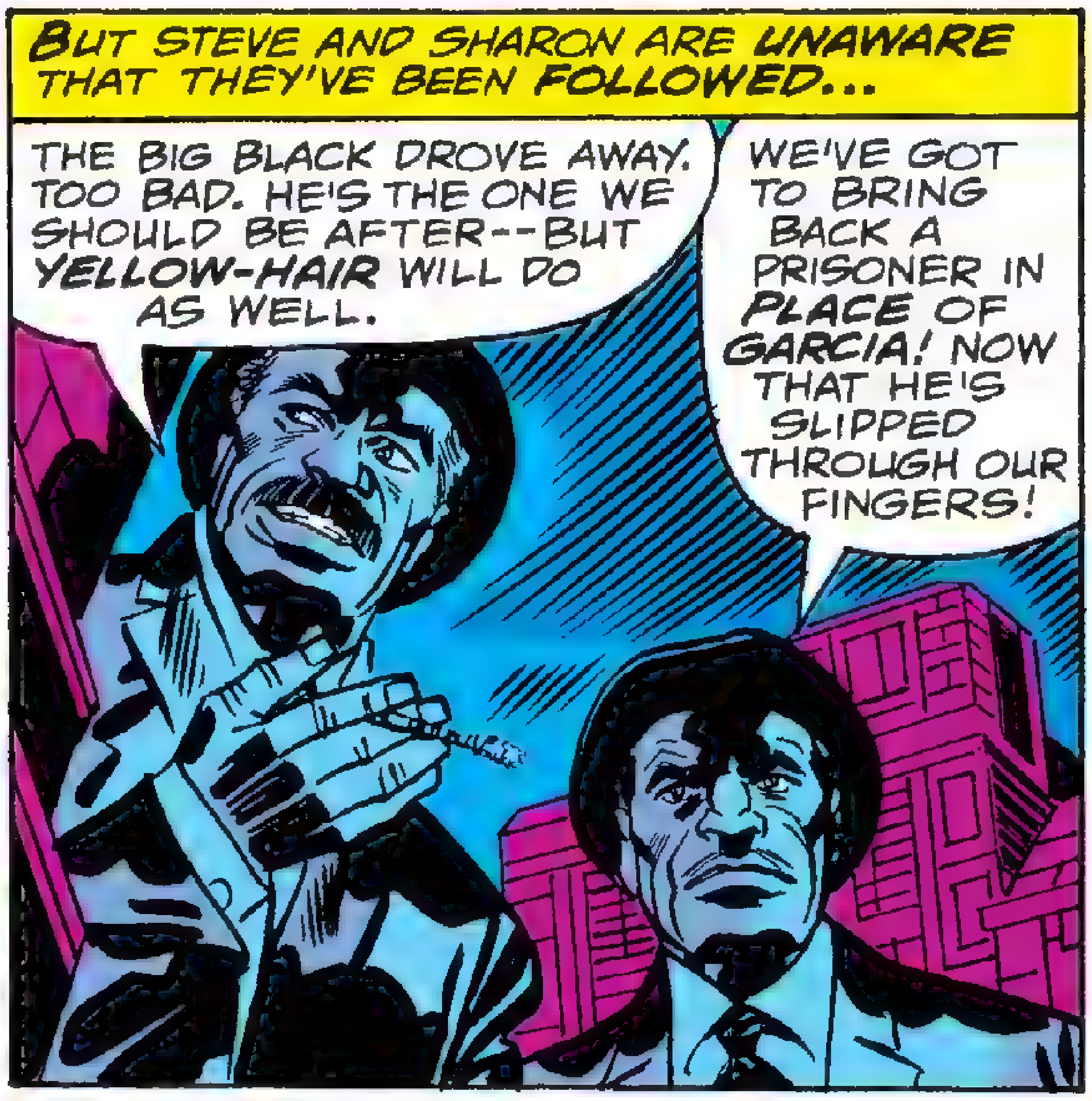

TAKE THESE CORPSES OUT AND CLOSE THEIR FILES!! AND HAVE THIS ROOM CLEANED!
SÍ, COMANDANTE! IT SHALL BE DONE AT ONCE!
ER, EXCUSE ME, COMANDANTE. ABOUT YOUR BIRTHDAY DINNER-- IT'S--
PUT THE COOKS AND SERVERS TO WORK. I EXPECT TO SEE THAT TABLE RESET IN TIME FOR DINNER!
HECTOR SANTIAGO STRIDES FORWARD INTO THE JUNGLE SUN, ON A TOUR THROUGH HIS GRIM DOMAIN...
MERCY! MERCY! I CAN'T TAKE MUCH MORE OF THIS!!
THIS LOAD-- I-IT'S BREAKING MY BACK!!
WORK FASTER! HE'S WATCHING!
A THOUSAND GLAZED EYES FOLLOW THE COMANDANTE AS HE PASSES. A STRONG SCENT OF HATRED RISES AND HANGS IN THE STIFLING HEAT...
IT'S THE SWINE, HIMSELF! HOW I'D LIKE TO--!!
HAH! WE'D ALL LIKE TO KILL HIM! BUT WE'D ONLY EARN A SLOW AND PAINFUL DEATH!
NOT SO! THE GUARDS HATE HIM AS MUCH AS WE! THEY WOULD DO NOTHING IF WE WERE TO RUSH THE SWINE-- AND KILL HIM!!
STOP DREAMING! THERE'S NOT ONE AMONG US WITH THE SPIRIT TO STRIKE THE FIRST BLOW!!

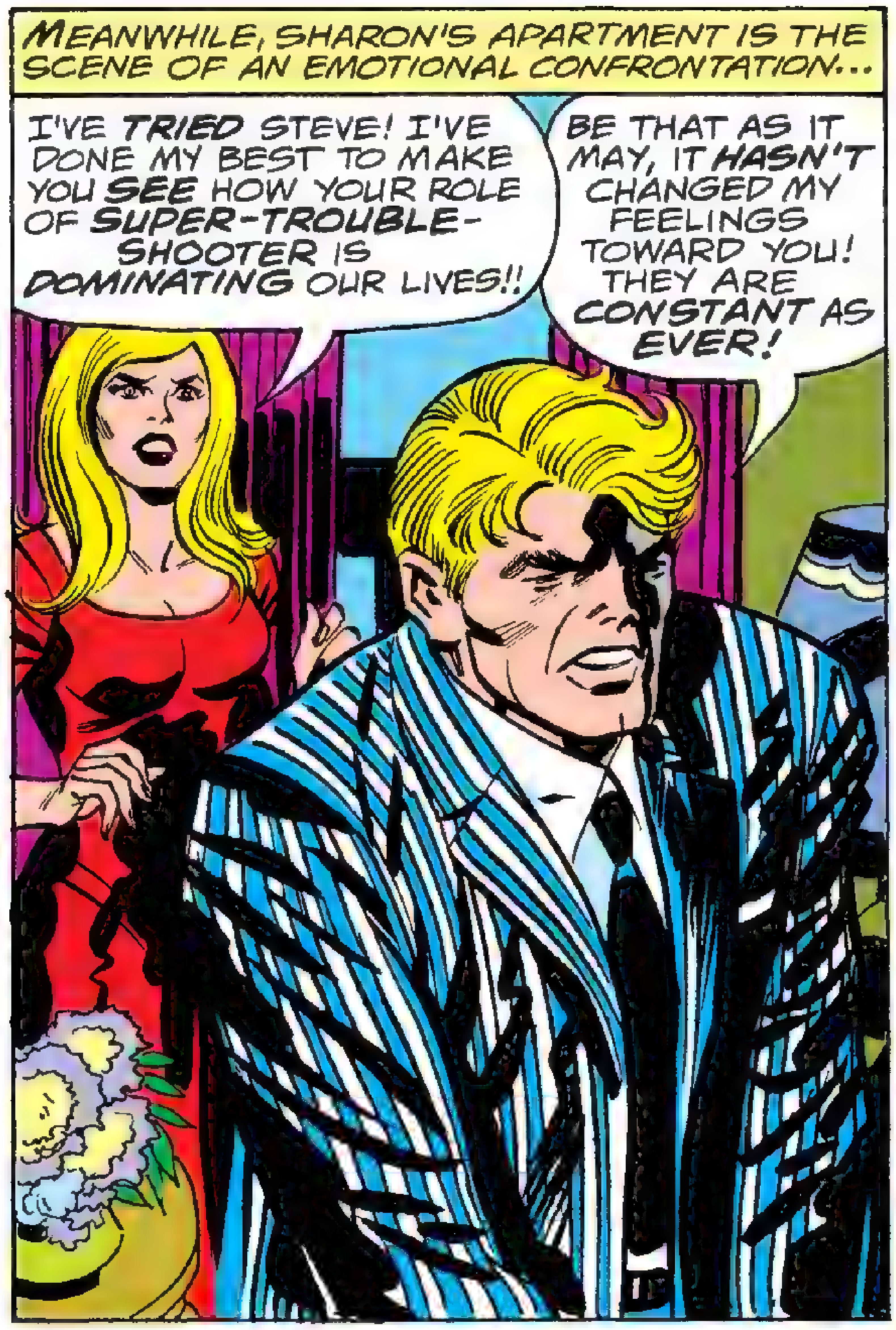

AT THAT MOMENT, IN NEW YORK CITY...
WELL, IT SEEMS I'VE GOT TO THANK YOU ONCE MORE, FOR AN UNFORGETTABLE EVENING, STEVE ROGERS!!
WHAT COULD POSSIBLY TOP IT!!?
GO AHEAD, YOU TWO. I'VE GOT TO TALK TO SHARON.
ARE YOU SURE WE CAN'T HELP STRAIGHTEN THINGS OUT?
LOOKS LIKE YOU'LL NEED ALL THE HELP YOU CAN GET!

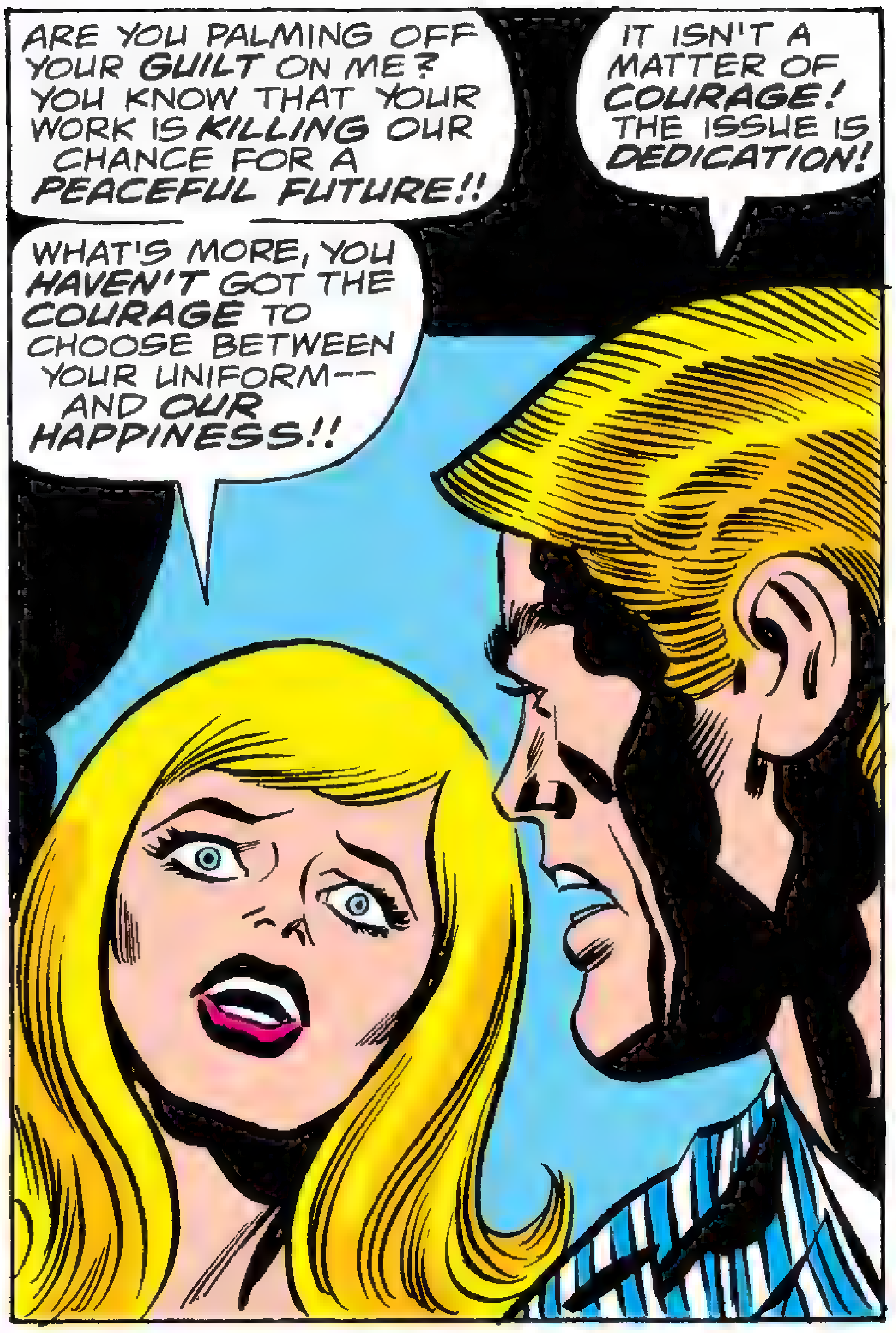

I'M SORRY ABOUT WHAT HAPPENED, MAN. I'M TRULY SORRY... BUT WHEN THOSE TWO GOONS STARTED OPERATING, IT WAS DISASTER TIME!
FORGET IT, CHUM! LET'S CHALK IT UP AS AN INTERNATIONAL INCIDENT, WITHOUT A SERIOUS CASUALTY.
WE'LL SETTLE FOR THAT. GOODNIGHT, STEVE.

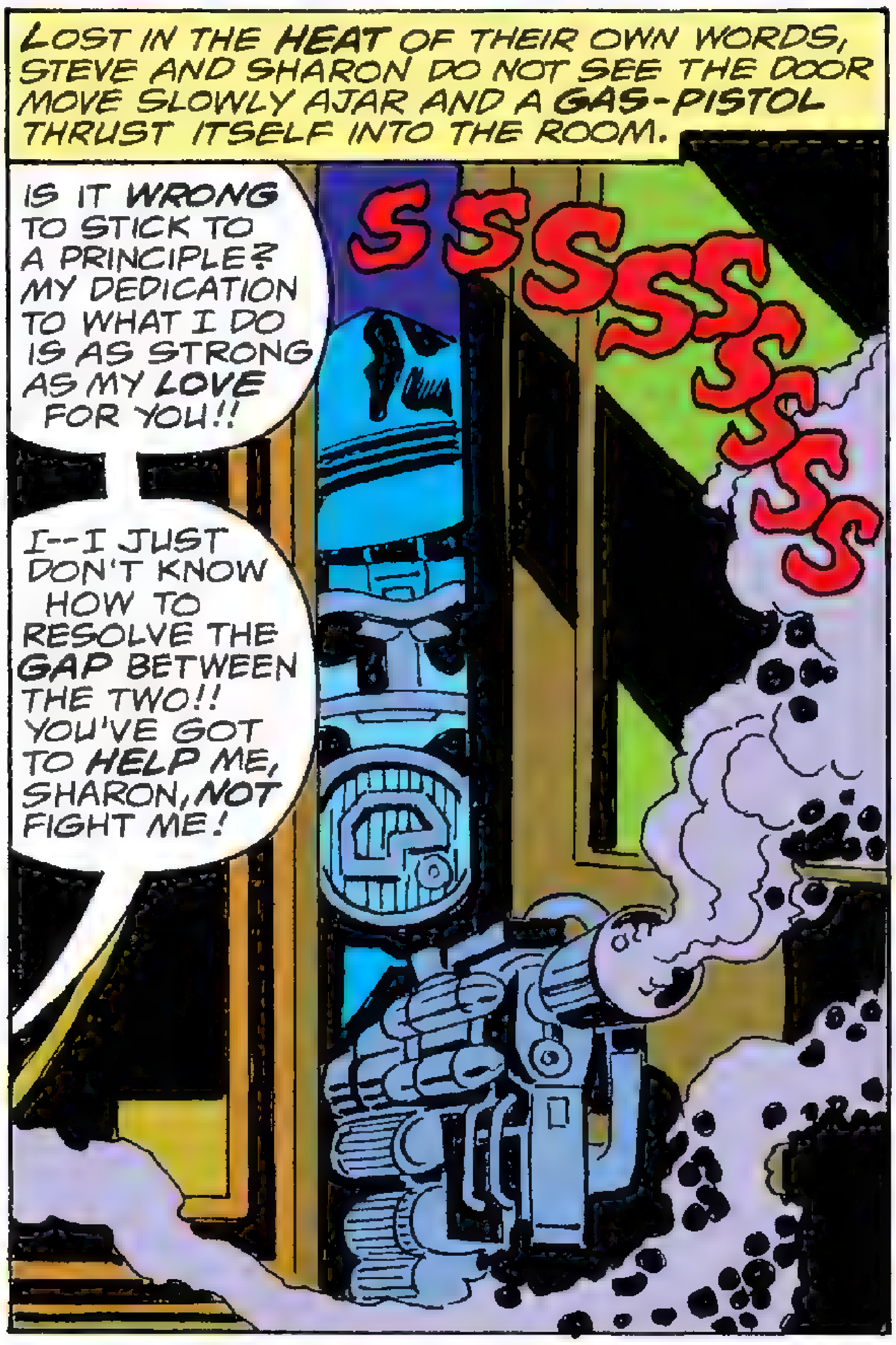

STEVE JOINS SHARON AFTER LEILA AND SAM DRIVE OFF INTO THE NIGHT...
WHY DON'T YOU CALM DOWN, SHARON. EVERYTHING'S BEEN SMOOTHED OUT.
I'VE HAD IT, STEVE. THIS TIME I'VE REALLY HAD IT!

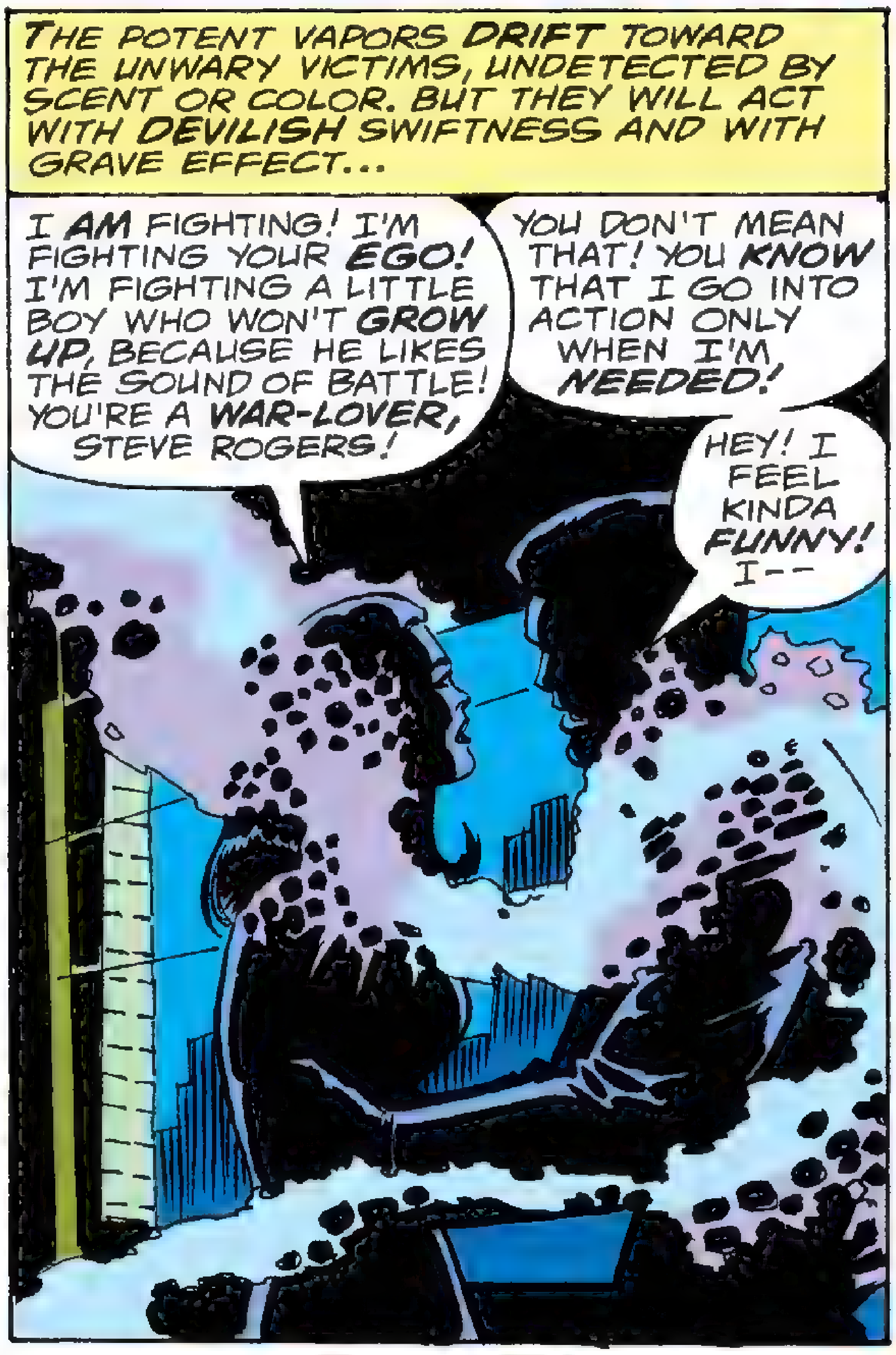

IT'S ALMOST AS IF SAM AND YOU HAVE BECOME TROUBLE-PRONE! DANGER IS NOT ONLY YOUR BUSINESS-- IT'S IN YOUR VERY BLOOD!
NOW THAT'S REACHING, SHARON! WE'RE GOING UPSTAIRS AND FIND OUT EXACTLY WHERE WE STAND!!

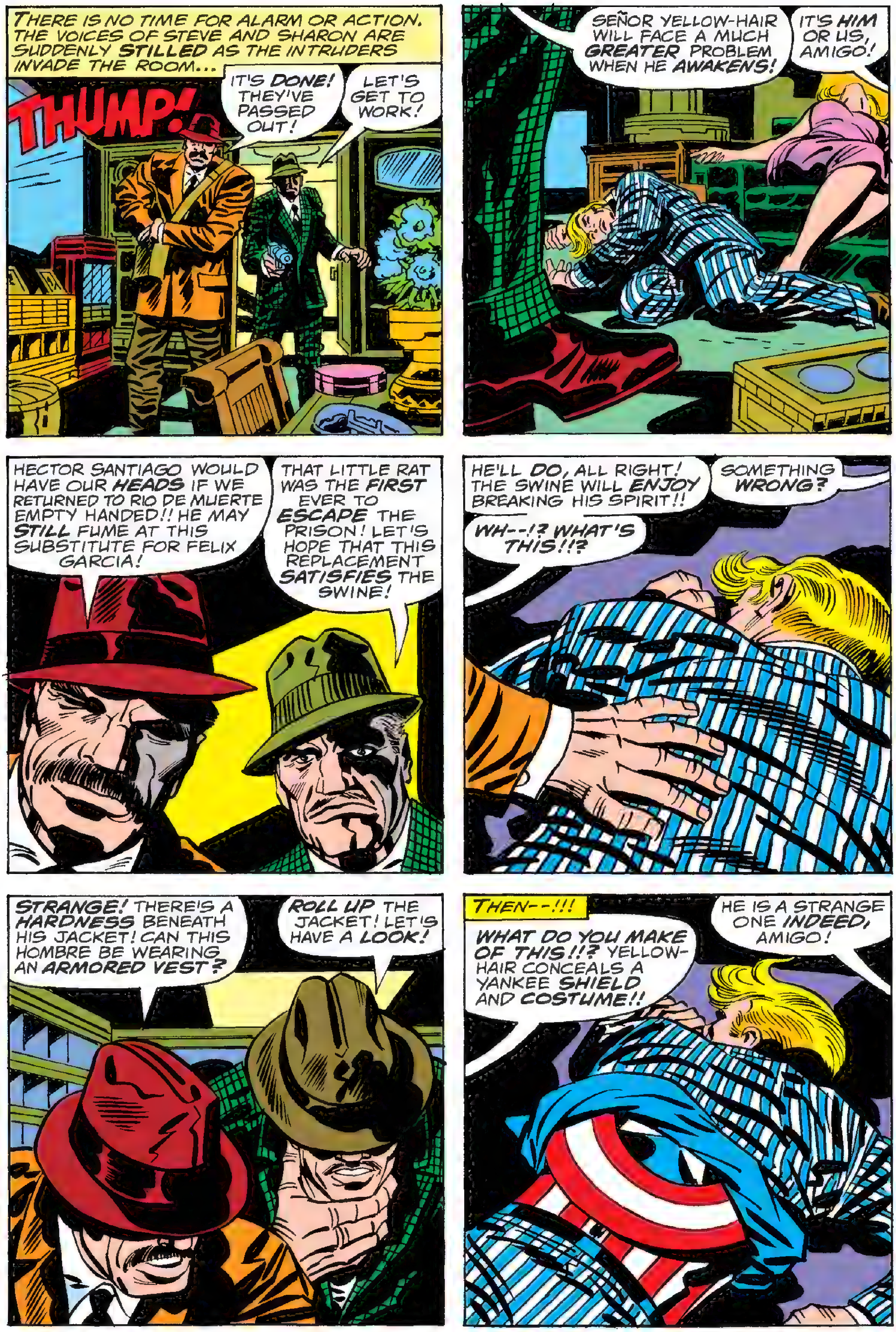

BUT STEVE AND SHARON ARE UNAWARE THAT THEY'VE BEEN FOLLOWED...
THE BIG BLACK DROVE AWAY. TOO BAD. HE'S THE ONE WE SHOULD BE AFTER--BUT YELLOW-HAIR WILL DO AS WELL.
WE'VE GOT TO BRING BACK A PRISONER IN PLACE OF GARCIA! NOW THAT HE'S SLIPPED THROUGH OUR FINGERS!

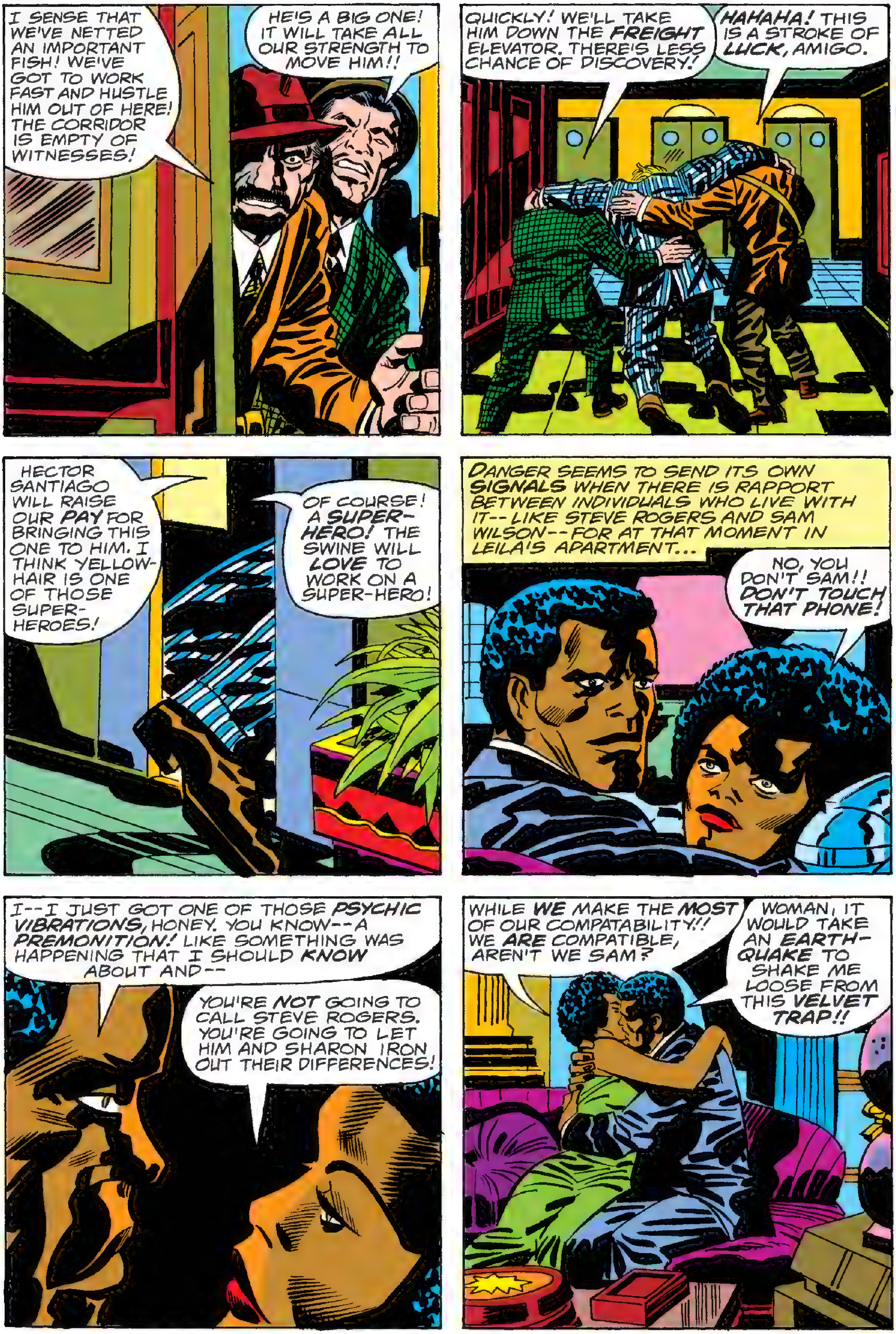

MEANWHILE, SHARON'S APARTMENT IS THE SCENE OF AN EMOTIONAL CONFRONTATION...
I'VE TRIED STEVE! I'VE DONE MY BEST TO MAKE YOU SEE HOW YOUR ROLE OF SUPER-TROUBLE-SHOOTER IS DOMINATING OUR LIVES!!
BE THAT AS IT MAY, IT HASN'T CHANGED MY FEELINGS TOWARD YOU! THEY ARE CONSTANT AS EVER!

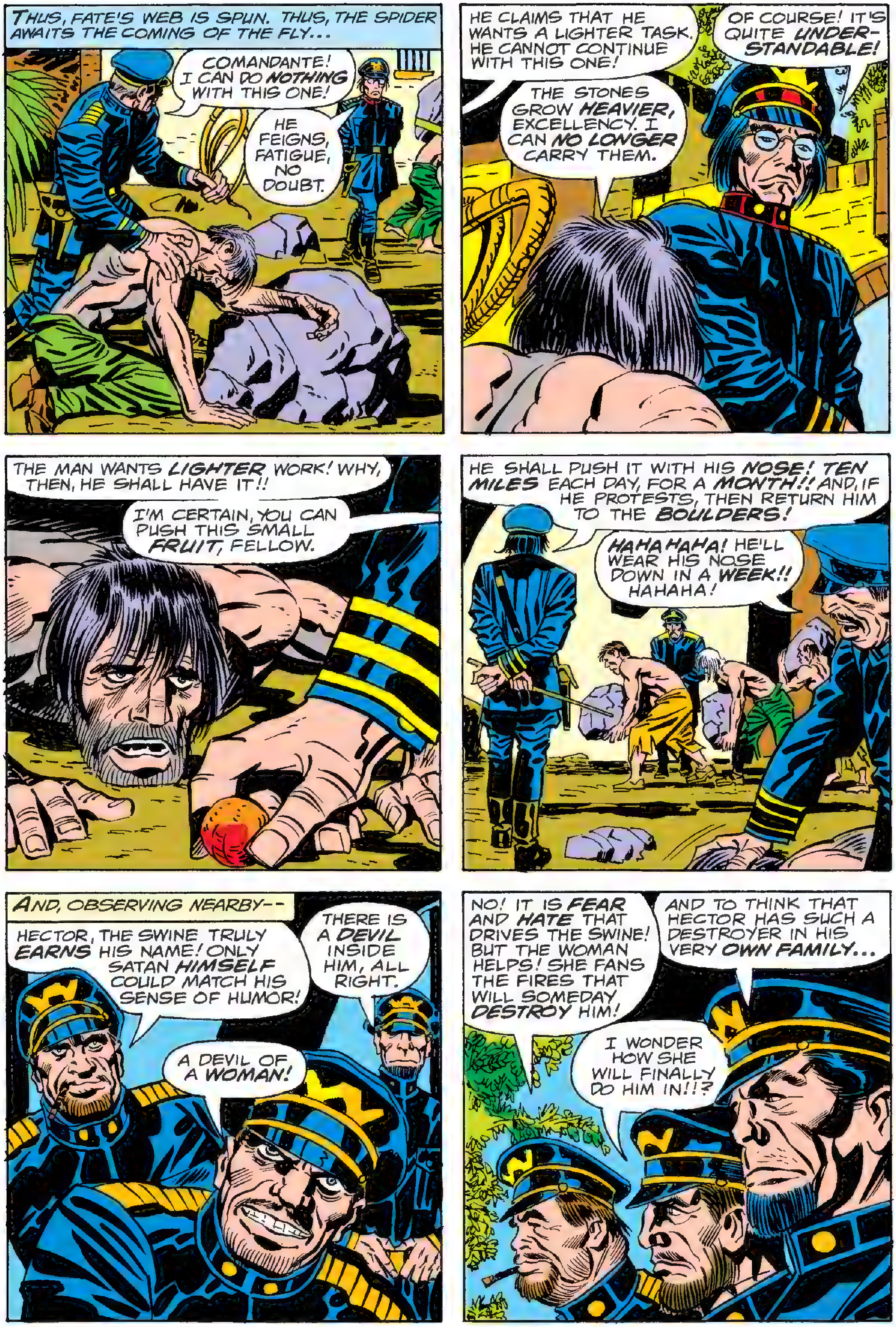

ARE YOU PALMING OFF YOUR GUILT ON ME? YOU KNOW THAT YOUR WORK IS KILLING OUR CHANCE FOR A PEACEFUL FUTURE!!
WHAT'S MORE, YOU HAVEN'T GOT THE COURAGE TO CHOOSE BETWEEN YOUR UNIFORM-- AND OUR HAPPINESS!!
IT ISN'T A MATTER OF COURAGE! THE ISSUE IS DEDICATION!

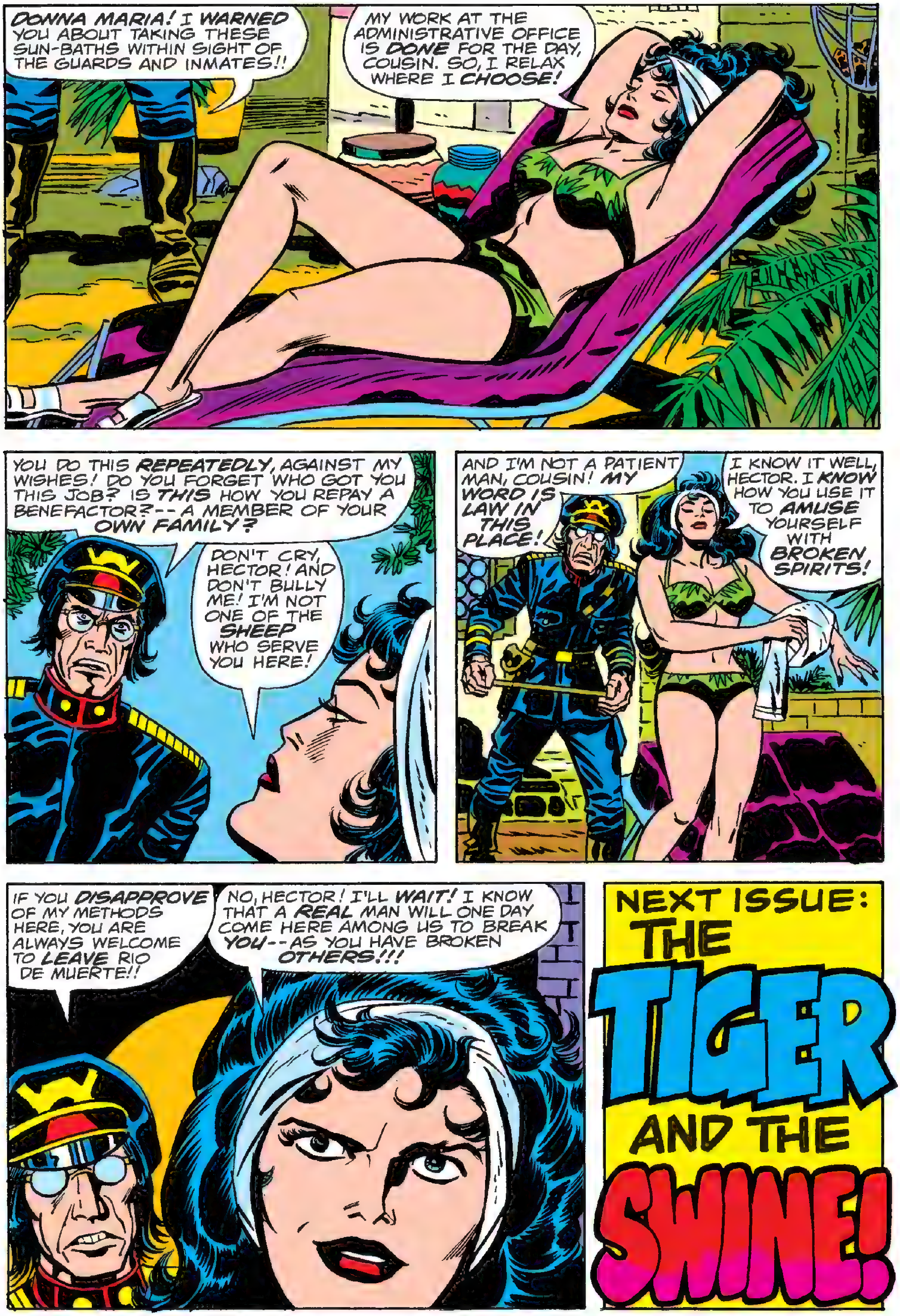

LOST IN THE HEAT OF THEIR OWN WORDS, STEVE AND SHARON DO NOT SEE THE DOOR MOVE SLOWLY AJAR AND A GAS-PISTOL THRUST ITSELF INTO THE ROOM.
IS IT WRONG TO STICK TO A PRINCIPLE? MY DEDICATION TO WHAT I DO IS AS STRONG AS MY LOVE FOR YOU!!
I--I JUST DON'T KNOW HOW TO RESOLVE THE GAP BETWEEN THE TWO!! YOU'VE GOT TO HELP ME, SHARON, NOT FIGHT ME!
SSSSSSSSSSS


THE POTENT VAPORS DRIFT TOWARD THE UNWARY VICTIMS, UNDETECTED BY SCENT OR COLOR. BUT THEY WILL ACT WITH DEVILISH SWIFTNESS AND WITH GRAVE EFFECT...
I AM FIGHTING! I'M FIGHTING YOUR EGO! I'M FIGHTING A LITTLE BOY WHO WON'T GROW UP, BECAUSE HE LIKES THE SOUND OF BATTLE! YOU'RE A WAR-LOVER, STEVE ROGERS!
YOU DON'T MEAN THAT! YOU KNOW THAT I GO INTO ACTION ONLY WHEN I'M NEEDED!
HEY! I FEEL KINDA FUNNY! I--


THERE IS NO TIME FOR ALARM OR ACTION. THE VOICES OF STEVE AND SHARON ARE SUDDENLY **STILLED** AS THE INTRUDERS INVADE THE ROOM...
THUMP!
IT'S **DONE!** THEY'VE PASSED OUT!
LET'S GET TO WORK!
SEÑOR YELLOW-HAIR WILL FACE A MUCH **GREATER** PROBLEM WHEN HE **AWAKENS!**
IT'S **HIM** OR US, AMIGO!
HECTOR SANTIAGO WOULD HAVE OUR **HEADS** IF WE RETURNED TO RIO DE MUERTE EMPTY HANDED!! HE MAY **STILL** FUME AT THIS SUBSTITUTE FOR FELIX GARCIA!
THAT LITTLE RAT WAS THE **FIRST** EVER TO **ESCAPE** THE PRISON! LET'S HOPE THAT THIS REPLACEMENT **SATISFIES** THE SWINE!
HE'LL **DO**, ALL RIGHT! THE SWINE WILL **ENJOY** BREAKING HIS SPIRIT!!
SOMETHING **WRONG?**
WH--!? WHAT'S THIS!!?
STRANGE! THERE'S A **HARDNESS** BENEATH HIS JACKET! CAN THIS HOMBRE BE WEARING AN **ARMORED VEST?**
ROLL UP THE JACKET! LET'S HAVE A **LOOK!**
THEN--!!!
WHAT DO YOU MAKE OF THIS!!? YELLOW-HAIR CONCEALS A YANKEE **SHIELD** AND **COSTUME!!**
HE IS A STRANGE ONE **INDEED,** AMIGO!


I SENSE THAT WE'VE NETTED AN IMPORTANT FISH! WE'VE GOT TO WORK FAST AND HUSTLE HIM OUT OF HERE! THE CORRIDOR IS EMPTY OF WITNESSES!
HE'S A BIG ONE! IT WILL TAKE ALL OUR STRENGTH TO MOVE HIM!!
QUICKLY! WE'LL TAKE HIM DOWN THE FREIGHT ELEVATOR. THERE'S LESS CHANCE OF DISCOVERY!
HAHAHA! THIS IS A STROKE OF LUCK, AMIGO.
HECTOR SANTIAGO WILL RAISE OUR PAY FOR BRINGING THIS ONE TO HIM. I THINK YELLOW-HAIR IS ONE OF THOSE SUPER-HEROES!
OF COURSE! A SUPER-HERO! THE SWINE WILL LOVE TO WORK ON A SUPER-HERO!
DANGER SEEMS TO SEND ITS OWN SIGNALS WHEN THERE IS RAPPORT BETWEEN INDIVIDUALS WHO LIVE WITH IT--LIKE STEVE ROGERS AND SAM WILSON--FOR AT THAT MOMENT IN LEILA'S APARTMENT...
NO, YOU DON'T SAM!! DON'T TOUCH THAT PHONE!
I--I JUST GOT ONE OF THOSE PSYCHIC VIBRATIONS, HONEY. YOU KNOW--A PREMONITION! LIKE SOMETHING WAS HAPPENING THAT I SHOULD KNOW ABOUT AND--
YOU'RE NOT GOING TO CALL STEVE ROGERS. YOU'RE GOING TO LET HIM AND SHARON IRON OUT THEIR DIFFERENCES!
WHILE WE MAKE THE MOST OF OUR COMPATABILITY!! WE ARE COMPATIBLE, AREN'T WE SAM?
WOMAN, IT WOULD TAKE AN EARTH-QUAKE TO SHAKE ME LOOSE FROM THIS VELVET TRAP!!


THUS, FATE'S WEB IS SPUN. THUS, THE SPIDER AWAITS THE COMING OF THE FLY...
COMANDANTE! I CAN DO NOTHING WITH THIS ONE!
HE FEIGNS FATIGUE, NO DOUBT.
HE CLAIMS THAT HE WANTS A LIGHTER TASK. HE CANNOT CONTINUE WITH THIS ONE!
THE STONES GROW HEAVIER, EXCELLENCY. I CAN NO LONGER CARRY THEM.
OF COURSE! IT'S QUITE UNDERSTANDABLE!
THE MAN WANTS LIGHTER WORK! WHY, THEN, HE SHALL HAVE IT!!
I'M CERTAIN, YOU CAN PUSH THIS SMALL FRUIT, FELLOW.
HE SHALL PUSH IT WITH HIS NOSE! TEN MILES EACH DAY, FOR A MONTH!! AND, IF HE PROTESTS, THEN RETURN HIM TO THE BOULDERS!
HAHAHAHA! HE'LL WEAR HIS NOSE DOWN IN A WEEK!! HAHAHA!
AND, OBSERVING NEARBY--
HECTOR, THE SWINE TRULY EARNS HIS NAME! ONLY SATAN HIMSELF COULD MATCH HIS SENSE OF HUMOR!
THERE IS A DEVIL INSIDE HIM, ALL RIGHT.
A DEVIL OF A WOMAN!
NO! IT IS FEAR AND HATE THAT DRIVES THE SWINE! BUT THE WOMAN HELPS! SHE FANS THE FIRES THAT WILL SOMEDAY DESTROY HIM!
AND TO THINK THAT HECTOR HAS SUCH A DESTROYER IN HIS VERY OWN FAMILY...
I WONDER HOW SHE WILL FINALLY DO HIM IN!!?

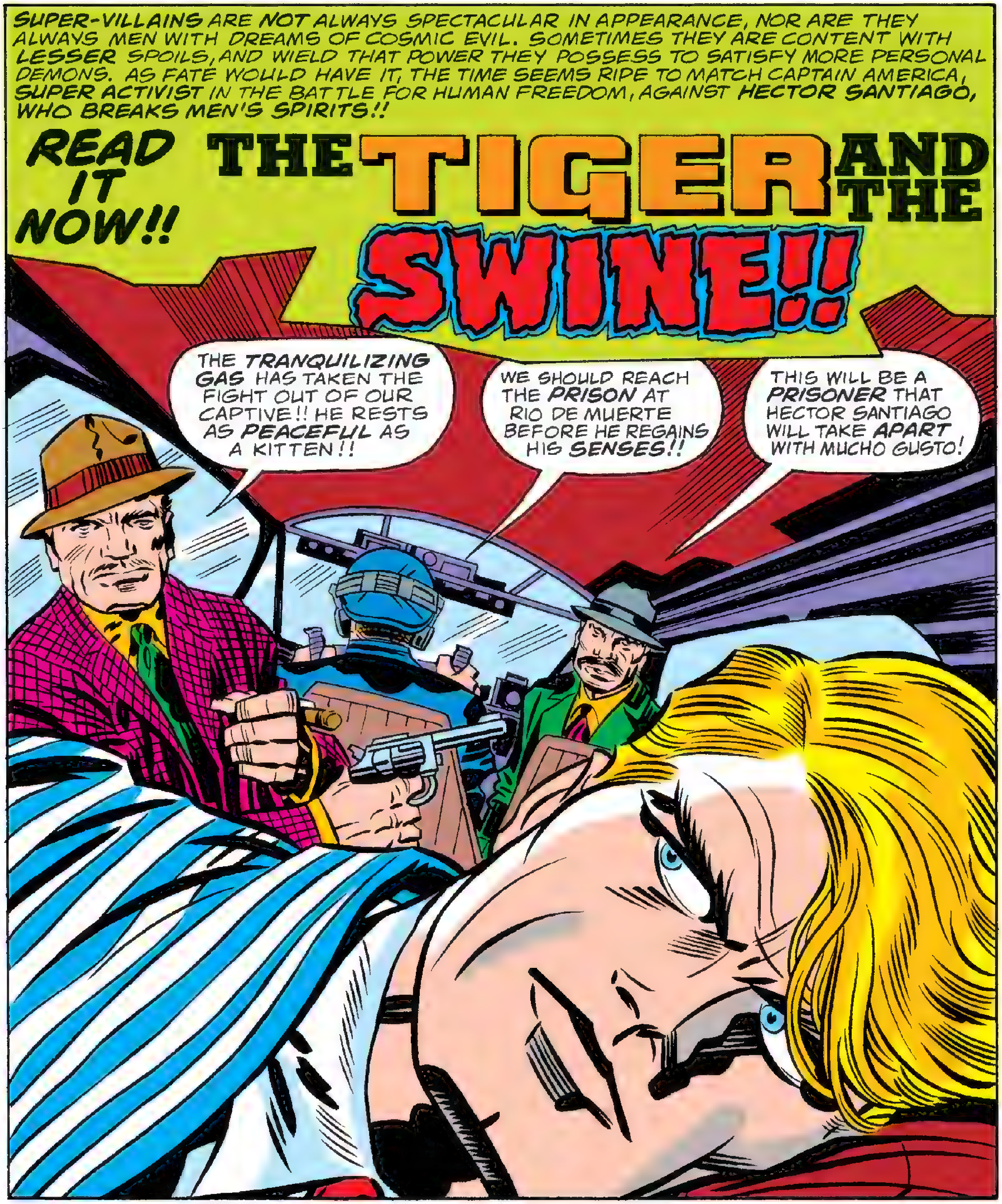

DONNA MARIA! I WARNED YOU ABOUT TAKING THESE SUN-BATHS WITHIN SIGHT OF THE GUARDS AND INMATES!!
MY WORK AT THE ADMINISTRATIVE OFFICE IS DONE FOR THE DAY, COUSIN. SO, I RELAX WHERE I CHOOSE!
YOU DO THIS REPEATEDLY, AGAINST MY WISHES! DO YOU FORGET WHO GOT YOU THIS JOB? IS THIS HOW YOU REPAY A BENEFACTOR?-- A MEMBER OF YOUR OWN FAMILY?
DON'T CRY, HECTOR! AND DON'T BULLY ME! I'M NOT ONE OF THE SHEEP WHO SERVE YOU HERE!
AND I'M NOT A PATIENT MAN, COUSIN! MY WORD IS LAW IN THIS PLACE!
I KNOW IT WELL, HECTOR. I KNOW HOW YOU USE IT TO AMUSE YOURSELF WITH BROKEN SPIRITS!
IF YOU DISAPPROVE OF MY METHODS HERE, YOU ARE ALWAYS WELCOME TO LEAVE RIO DE MUERTE!!
NO, HECTOR! I'LL WAIT! I KNOW THAT A REAL MAN WILL ONE DAY COME HERE AMONG US TO BREAK YOU--AS YOU HAVE BROKEN OTHERS!!!
NEXT ISSUE:
THE TIGER AND THE SWINE!

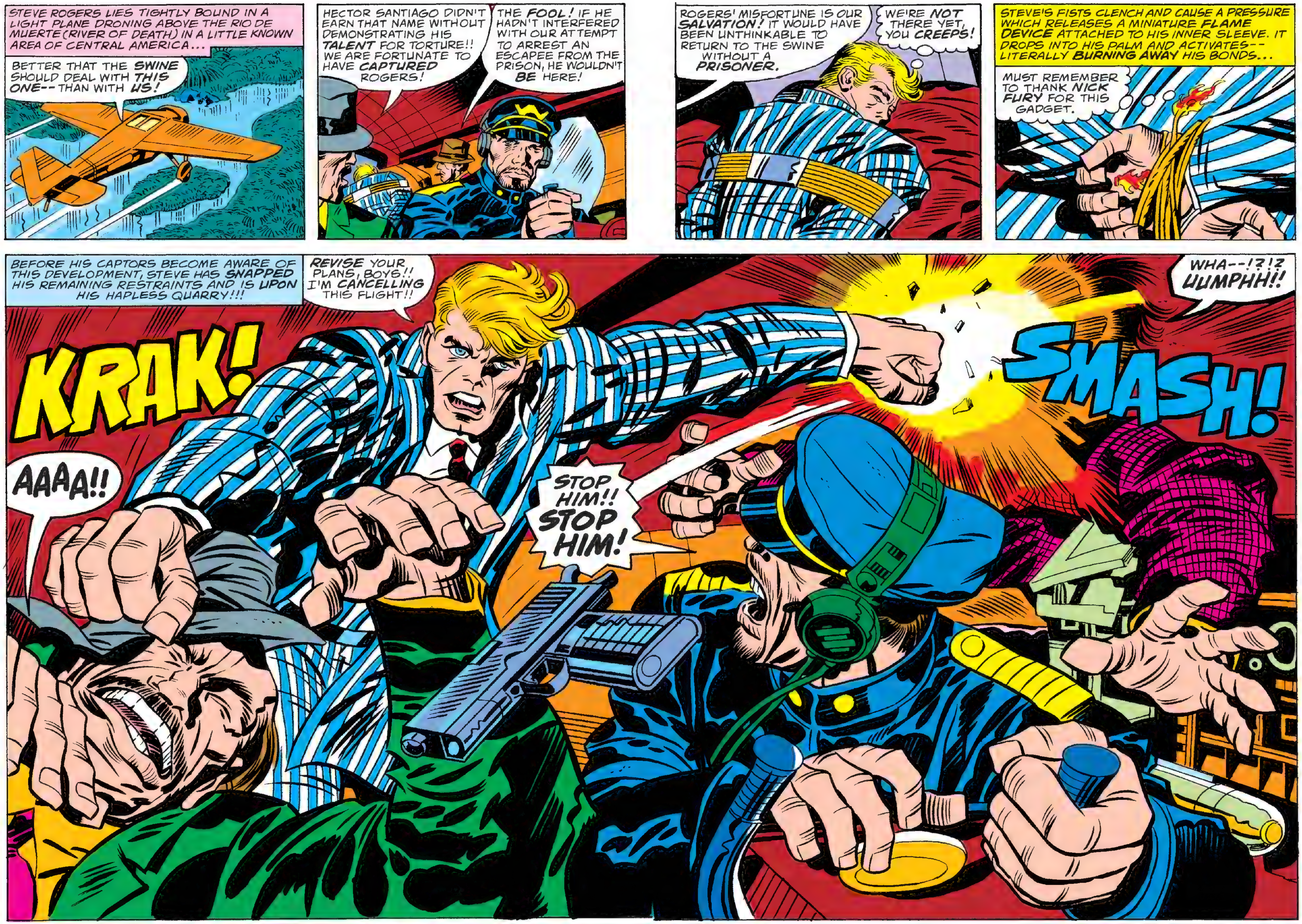
CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
207
MAR
02453
CAPTAIN AMERICA
AND
THE FALCON
TM
TM
TM
TM
© 1976 MARVEL COMICS GROUP
THEY HUNT THE MOST DANGEROUS PREY OF ALL-- A SUPERHERO!
"THE TIGER AND THE SWINE!"

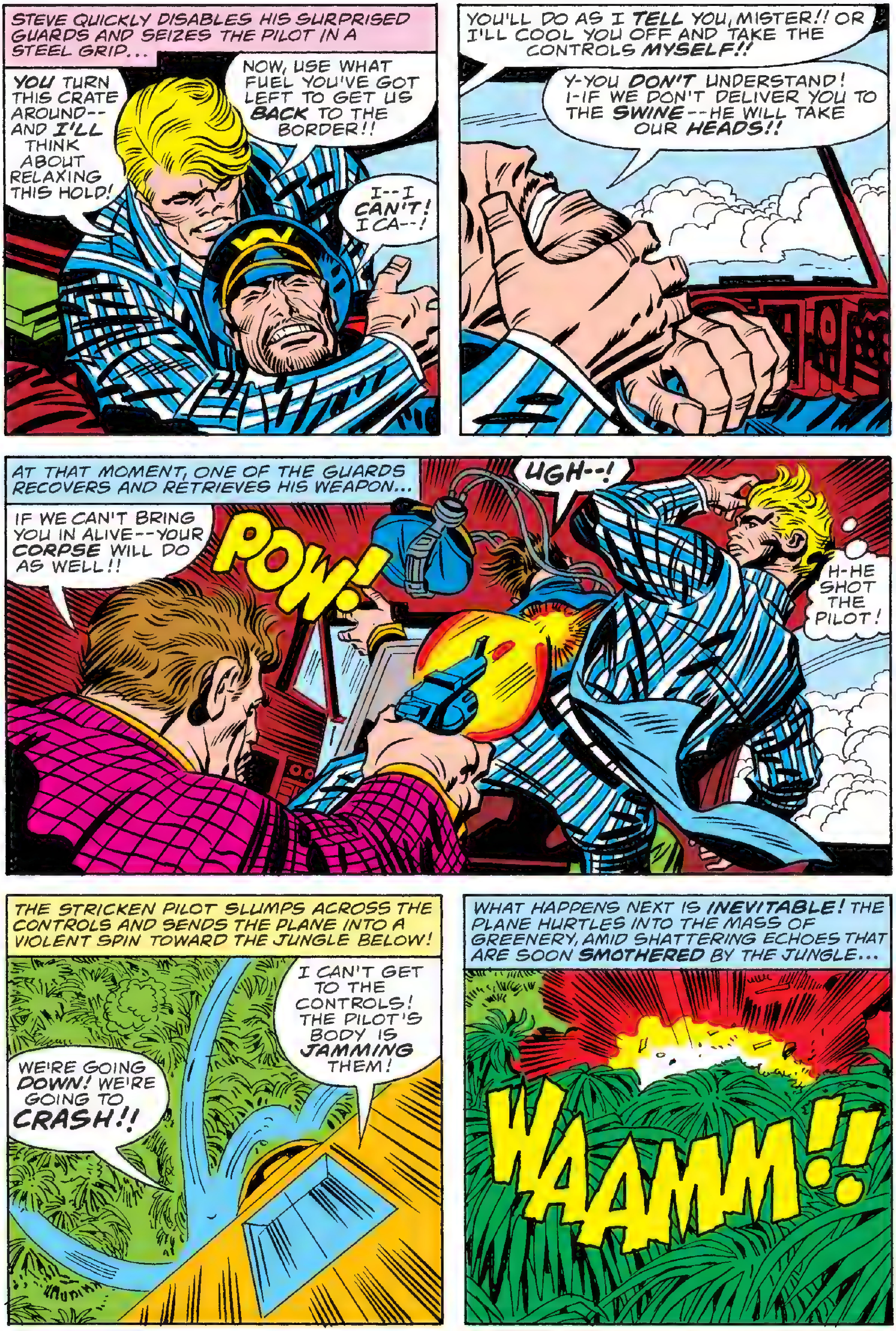
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

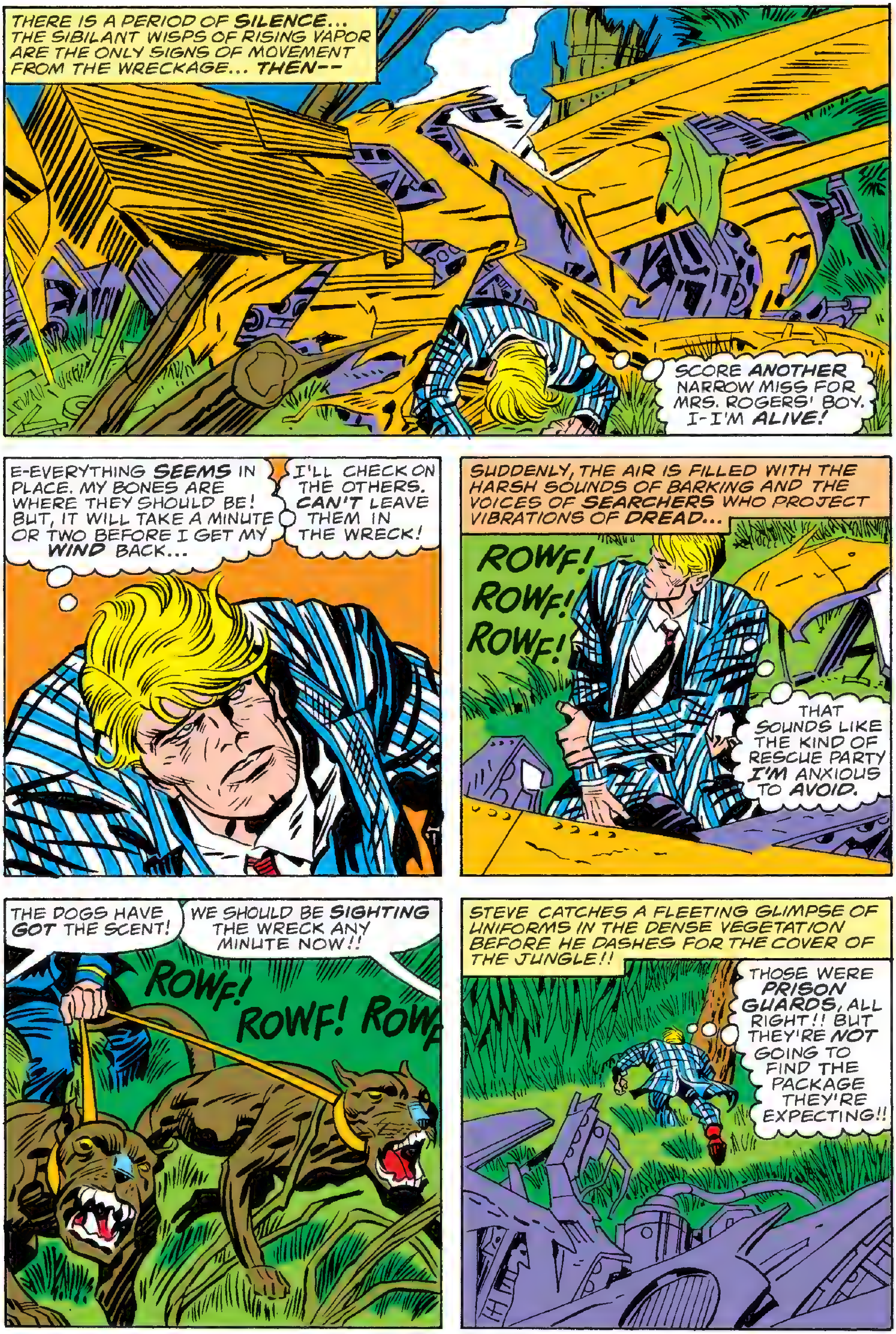
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

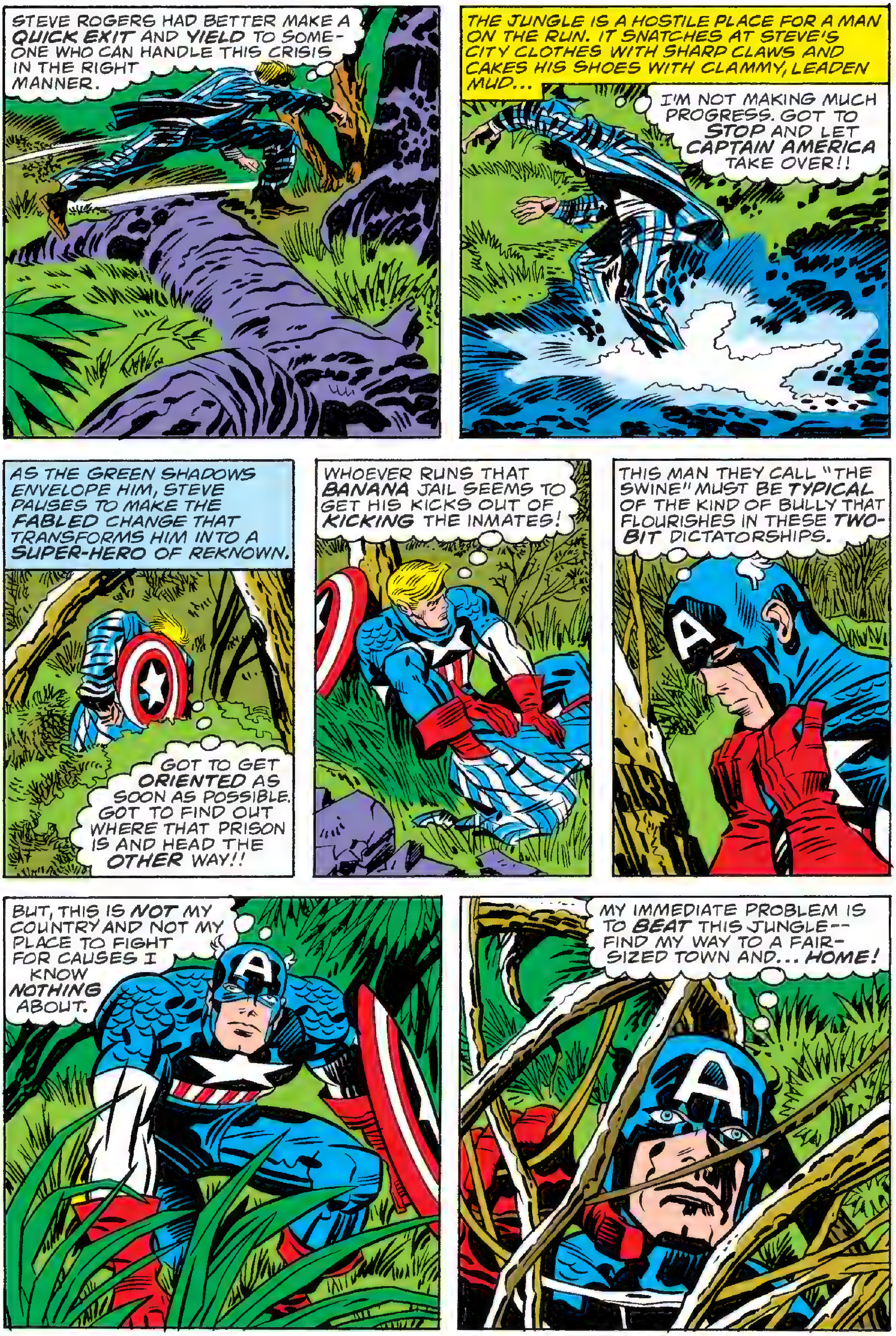
WRITTEN, DRAWN, AND EDITED BY **JACK KIRBY** | INKED BY: **FRANK GIACOIA** | LETTERER: **J. NOVAK** COLORS: **G. ROUSSOS** | CONSULTING EDITOR **ARCHIE GOODWIN**

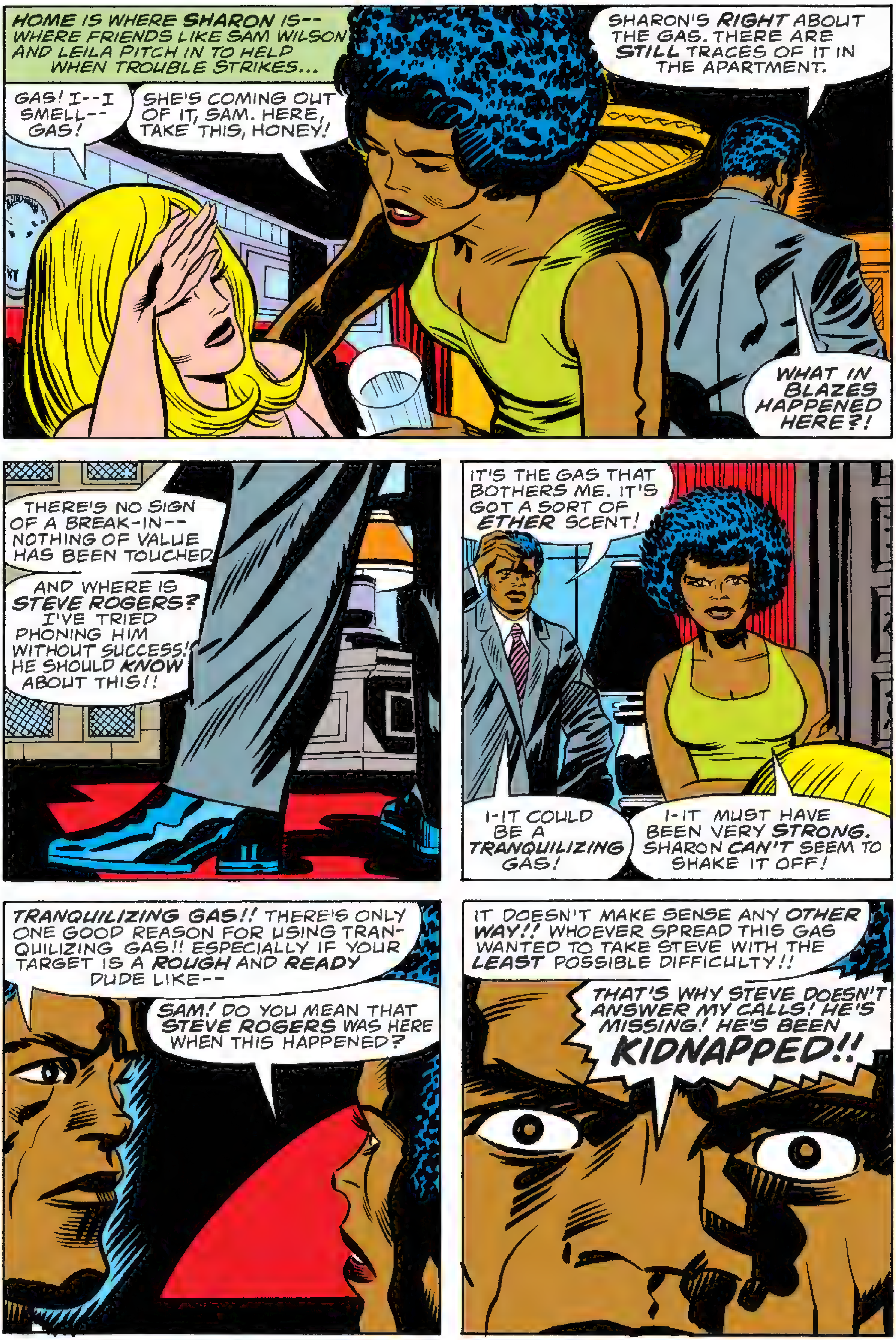

SUPER-VILLAINS ARE **NOT** ALWAYS SPECTACULAR IN APPEARANCE, NOR ARE THEY ALWAYS MEN WITH DREAMS OF COSMIC EVIL. SOMETIMES THEY ARE CONTENT WITH **LESSER** SPOILS, AND WIELD THAT POWER THEY POSSESS TO SATISFY MORE PERSONAL DEMONS. AS FATE WOULD HAVE IT, THE TIME SEEMS RIPE TO MATCH CAPTAIN AMERICA, **SUPER ACTIVIST** IN THE BATTLE FOR HUMAN FREEDOM, AGAINST **HECTOR SANTIAGO**, WHO BREAKS MEN'S SPIRITS!!
READ IT NOW!!
THE TIGER AND THE SWINE!!
THE **TRANQUILIZING GAS** HAS TAKEN THE FIGHT OUT OF OUR CAPTIVE!! HE RESTS AS **PEACEFUL** AS A KITTEN!!
WE SHOULD REACH THE **PRISON** AT RIO DE MUERTE BEFORE HE REGAINS HIS **SENSES!!**
THIS WILL BE A **PRISONER** THAT HECTOR SANTIAGO WILL TAKE **APART** WITH MUCHO GUSTO!

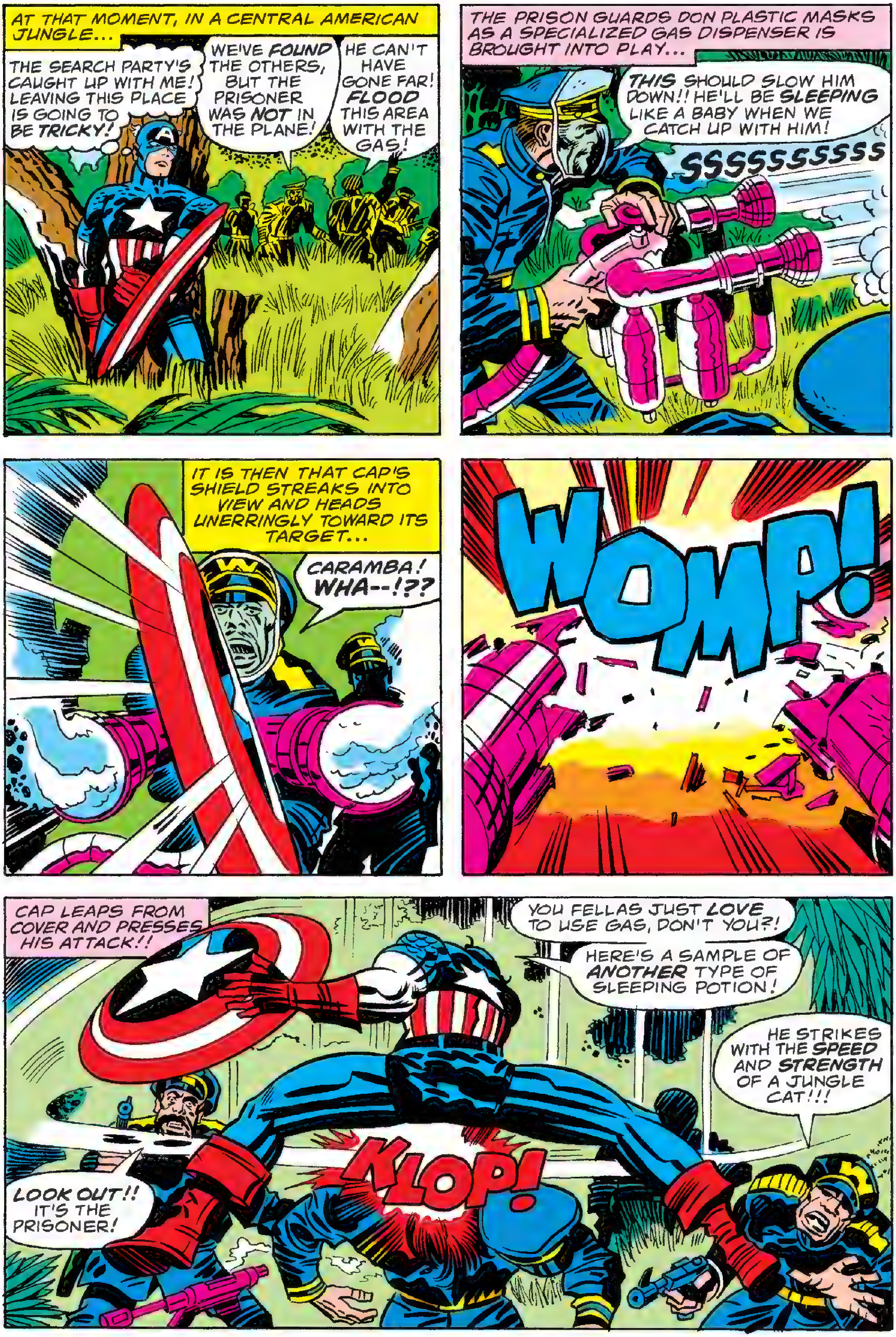

STEVE ROGERS LIES TIGHTLY BOUND IN A LIGHT PLANE DRONING ABOVE THE RIO DE MUERTE (RIVER OF DEATH) IN A LITTLE KNOWN AREA OF CENTRAL AMERICA...
BETTER THAT THE SWINE SHOULD DEAL WITH THIS ONE-- THAN WITH US!
HECTOR SANTIAGO DIDN'T EARN THAT NAME WITHOUT DEMONSTRATING HIS TALENT FOR TORTURE!! WE ARE FORTUNATE TO HAVE CAPTURED ROGERS!
THE FOOL! IF HE HADN'T INTERFERED WITH OUR ATTEMPT TO ARREST AN ESCAPEE FROM THE PRISON, HE WOULDN'T BE HERE!
ROGERS' MISFORTUNE IS OUR SALVATION! IT WOULD HAVE BEEN UNTHINKABLE TO RETURN TO THE SWINE WITHOUT A PRISONER.
WE'RE NOT THERE YET, YOU CREEPS!
STEVE'S FISTS CLENCH AND CAUSE A PRESSURE WHICH RELEASES A MINIATURE FLAME DEVICE ATTACHED TO HIS INNER SLEEVE. IT DROPS INTO HIS PALM AND ACTIVATES-- LITERALLY BURNING AWAY HIS BONDS...
MUST REMEMBER TO THANK NICK FURY FOR THIS GADGET.
BEFORE HIS CAPTORS BECOME AWARE OF THIS DEVELOPMENT, STEVE HAS SNAPPED HIS REMAINING RESTRAINTS AND IS UPON HIS HAPLESS QUARRY!!!
REVISE YOUR PLANS, BOYS!! I'M CANCELLING THIS FLIGHT!!
KRAK!
AAAA!!
STOP HIM!! STOP HIM!
WHA--!?!? UUMPHH!!
SMASH!

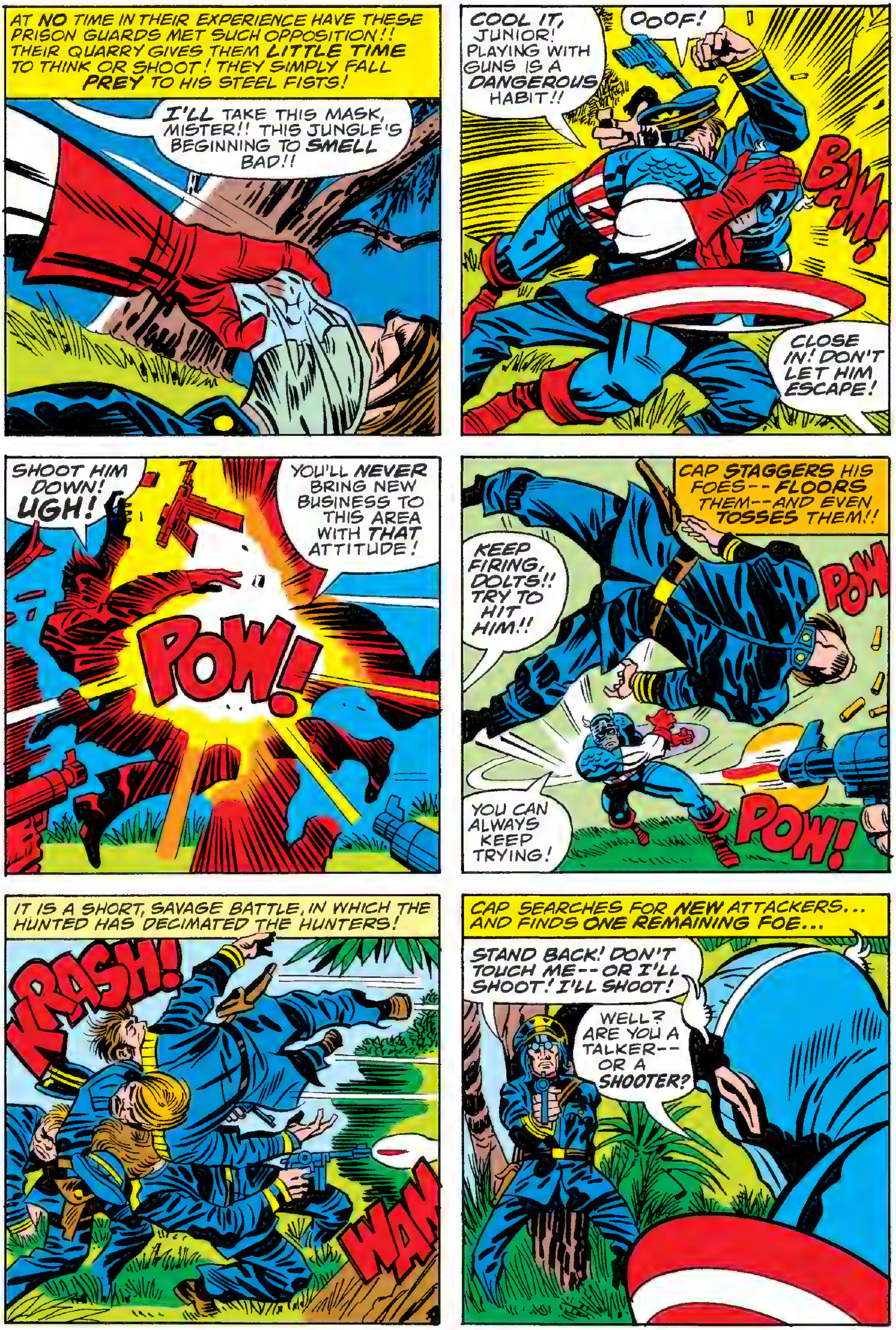

STEVE QUICKLY DISABLES HIS SURPRISED GUARDS AND SEIZES THE PILOT IN A STEEL GRIP...
YOU TURN THIS CRATE AROUND-- AND I'LL THINK ABOUT RELAXING THIS HOLD!
NOW, USE WHAT FUEL YOU'VE GOT LEFT TO GET US BACK TO THE BORDER!!
I--I CAN'T! I CA--!
YOU'LL DO AS I TELL YOU, MISTER!! OR I'LL COOL YOU OFF AND TAKE THE CONTROLS MYSELF!!
Y-YOU DON'T UNDERSTAND! I-IF WE DON'T DELIVER YOU TO THE SWINE--HE WILL TAKE OUR HEADS!!
AT THAT MOMENT, ONE OF THE GUARDS RECOVERS AND RETRIEVES HIS WEAPON...
IF WE CAN'T BRING YOU IN ALIVE--YOUR CORPSE WILL DO AS WELL!!
POW!
UGH--!
H-HE SHOT THE PILOT!
THE STRICKEN PILOT SLUMPS ACROSS THE CONTROLS AND SENDS THE PLANE INTO A VIOLENT SPIN TOWARD THE JUNGLE BELOW!
I CAN'T GET TO THE CONTROLS! THE PILOT'S BODY IS JAMMING THEM!
WE'RE GOING DOWN! WE'RE GOING TO CRASH!!
WHAT HAPPENS NEXT IS INEVITABLE! THE PLANE HURTLES INTO THE MASS OF GREENERY, AMID SHATTERING ECHOES THAT ARE SOON SMOTHERED BY THE JUNGLE...
WAAMM!!

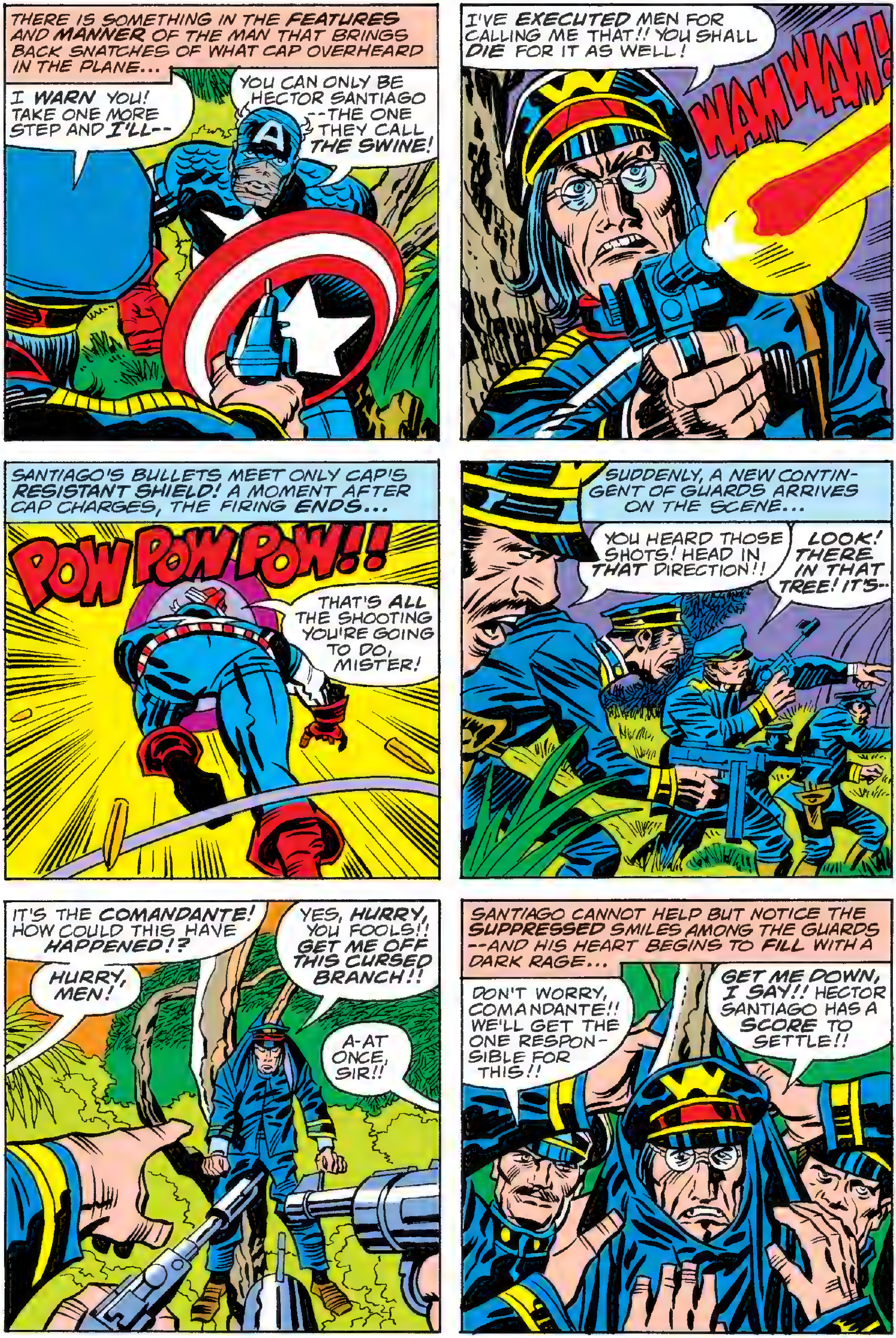

THERE IS A PERIOD OF SILENCE... THE SIBILANT WISPS OF RISING VAPOR ARE THE ONLY SIGNS OF MOVEMENT FROM THE WRECKAGE... THEN--
SCORE ANOTHER NARROW MISS FOR MRS. ROGERS' BOY. I-I'M ALIVE!
E-EVERYTHING SEEMS IN PLACE. MY BONES ARE WHERE THEY SHOULD BE! BUT, IT WILL TAKE A MINUTE OR TWO BEFORE I GET MY WIND BACK...
I'LL CHECK ON THE OTHERS. CAN'T LEAVE THEM IN THE WRECK!
SUDDENLY, THE AIR IS FILLED WITH THE HARSH SOUNDS OF BARKING AND THE VOICES OF SEARCHERS WHO PROJECT VIBRATIONS OF DREAD...
ROWF! ROWF! ROWF!
THAT SOUNDS LIKE THE KIND OF RESCUE PARTY I'M ANXIOUS TO AVOID.
THE DOGS HAVE GOT THE SCENT!
WE SHOULD BE SIGHTING THE WRECK ANY MINUTE NOW!!
ROWF! ROWF! ROWF
STEVE CATCHES A FLEETING GLIMPSE OF UNIFORMS IN THE DENSE VEGETATION BEFORE HE DASHES FOR THE COVER OF THE JUNGLE!!
THOSE WERE PRISON GUARDS, ALL RIGHT!! BUT THEY'RE NOT GOING TO FIND THE PACKAGE THEY'RE EXPECTING!!

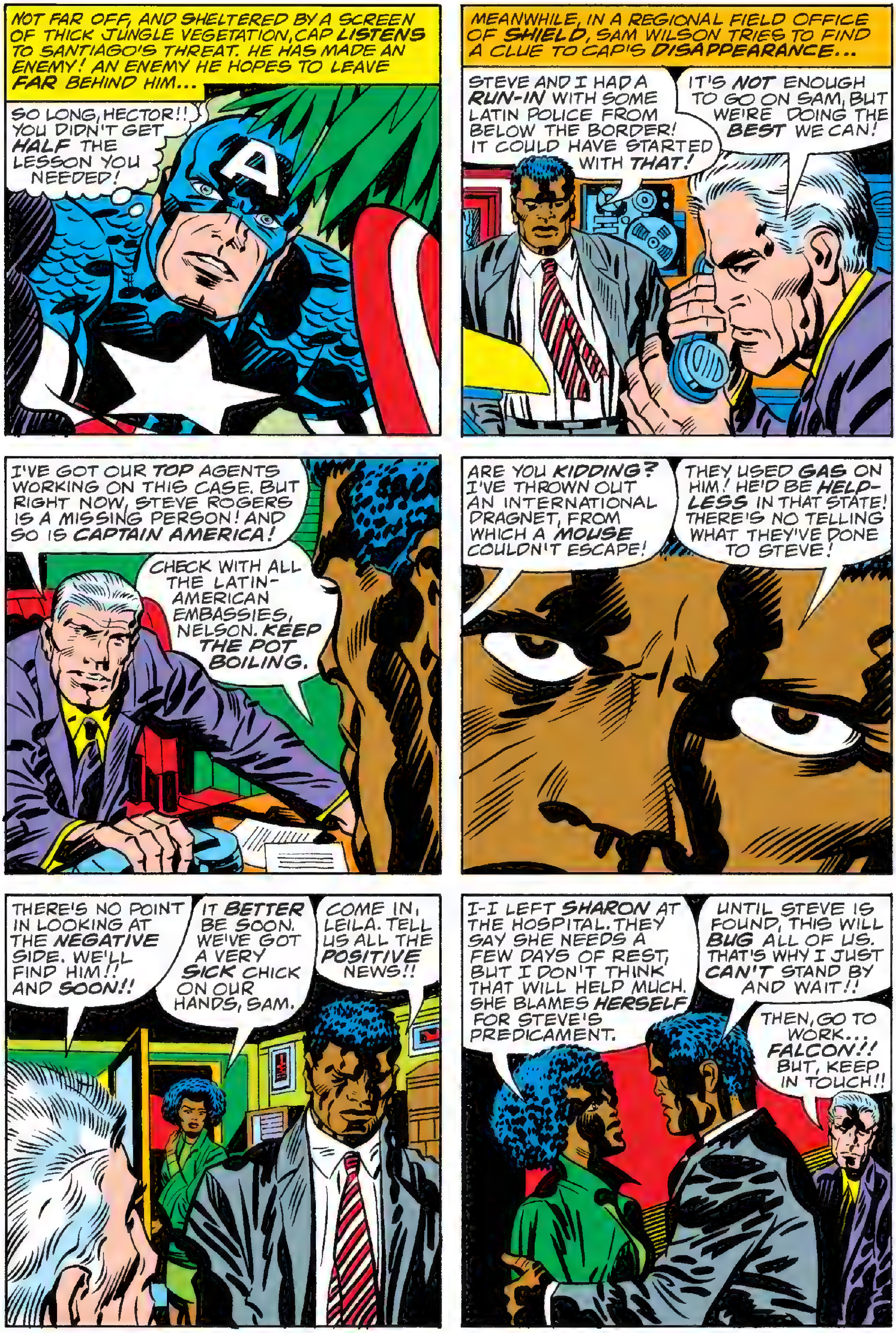

STEVE ROGERS HAD BETTER MAKE A QUICK EXIT AND YIELD TO SOMEONE WHO CAN HANDLE THIS CRISIS IN THE RIGHT MANNER.
THE JUNGLE IS A HOSTILE PLACE FOR A MAN ON THE RUN. IT SNATCHES AT STEVE'S CITY CLOTHES WITH SHARP CLAWS AND CAKES HIS SHOES WITH CLAMMY, LEADEN MUD...
I'M NOT MAKING MUCH PROGRESS. GOT TO STOP AND LET CAPTAIN AMERICA TAKE OVER!!
AS THE GREEN SHADOWS ENVELOPE HIM, STEVE PAUSES TO MAKE THE FABLED CHANGE THAT TRANSFORMS HIM INTO A SUPER-HERO OF REKNOWN.
GOT TO GET ORIENTED AS SOON AS POSSIBLE. GOT TO FIND OUT WHERE THAT PRISON IS AND HEAD THE OTHER WAY!!
WHOEVER RUNS THAT BANANA JAIL SEEMS TO GET HIS KICKS OUT OF KICKING THE INMATES!
THIS MAN THEY CALL "THE SWINE" MUST BE TYPICAL OF THE KIND OF BULLY THAT FLOURISHES IN THESE TWO-BIT DICTATORSHIPS.
BUT, THIS IS NOT MY COUNTRY AND NOT MY PLACE TO FIGHT FOR CAUSES I KNOW NOTHING ABOUT.
MY IMMEDIATE PROBLEM IS TO BEAT THIS JUNGLE-- FIND MY WAY TO A FAIR-SIZED TOWN AND... HOME!

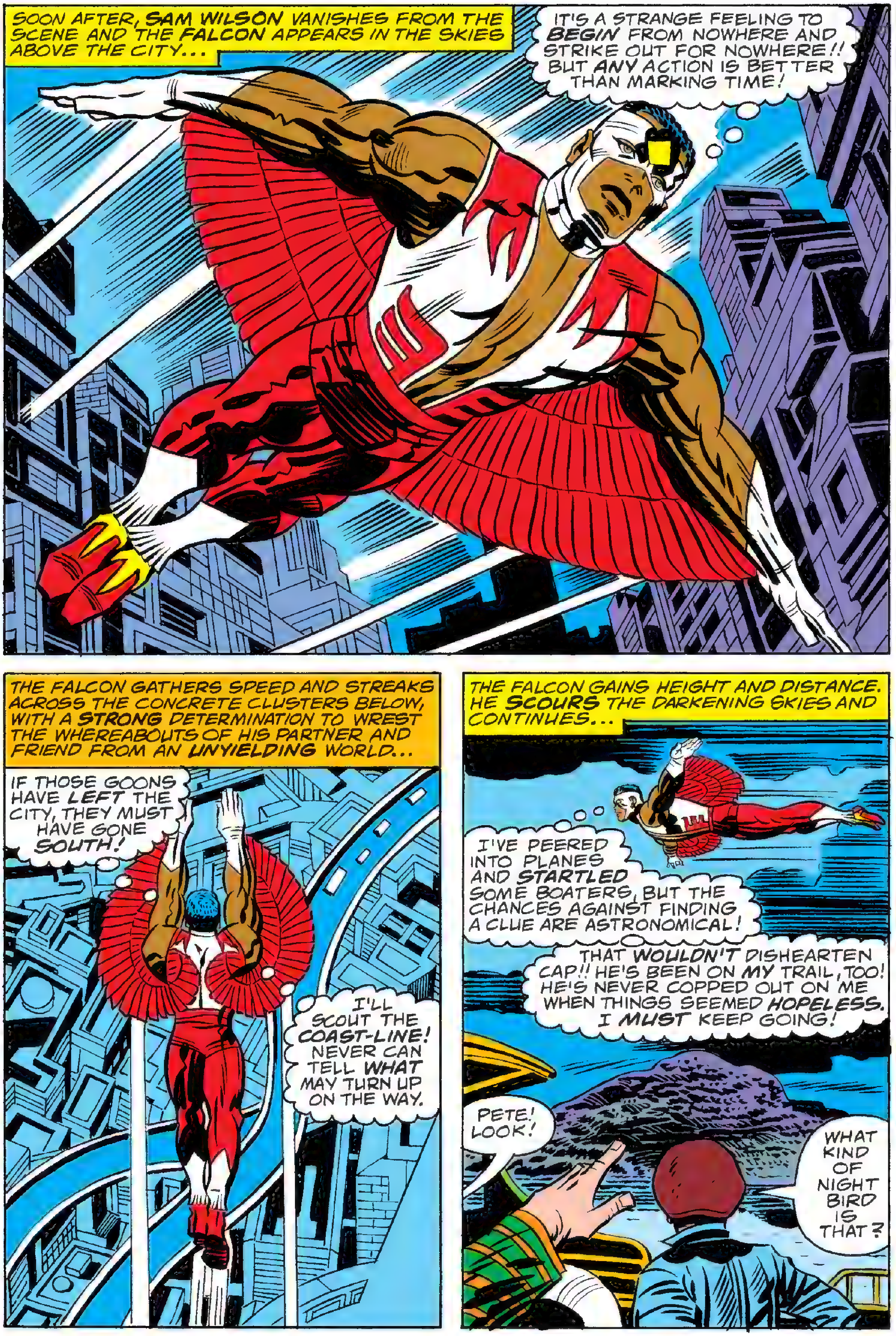

HOME IS WHERE SHARON IS-- WHERE FRIENDS LIKE SAM WILSON AND LEILA PITCH IN TO HELP WHEN TROUBLE STRIKES...
GAS! I--I SMELL-- GAS!
SHE'S COMING OUT OF IT, SAM. HERE, TAKE THIS, HONEY!
SHARON'S RIGHT ABOUT THE GAS. THERE ARE STILL TRACES OF IT IN THE APARTMENT.
WHAT IN BLAZES HAPPENED HERE?!
THERE'S NO SIGN OF A BREAK-IN-- NOTHING OF VALUE HAS BEEN TOUCHED.
AND WHERE IS STEVE ROGERS? I'VE TRIED PHONING HIM WITHOUT SUCCESS! HE SHOULD KNOW ABOUT THIS!!
IT'S THE GAS THAT BOTHERS ME. IT'S GOT A SORT OF ETHER SCENT!
I-IT COULD BE A TRANQUILIZING GAS!
I-IT MUST HAVE BEEN VERY STRONG. SHARON CAN'T SEEM TO SHAKE IT OFF!
TRANQUILIZING GAS!! THERE'S ONLY ONE GOOD REASON FOR USING TRANQUILIZING GAS!! ESPECIALLY IF YOUR TARGET IS A ROUGH AND READY DUDE LIKE--
SAM! DO YOU MEAN THAT STEVE ROGERS WAS HERE WHEN THIS HAPPENED?
IT DOESN'T MAKE SENSE ANY OTHER WAY!! WHOEVER SPREAD THIS GAS WANTED TO TAKE STEVE WITH THE LEAST POSSIBLE DIFFICULTY!!
THAT'S WHY STEVE DOESN'T ANSWER MY CALLS! HE'S MISSING! HE'S BEEN KIDNAPPED!!

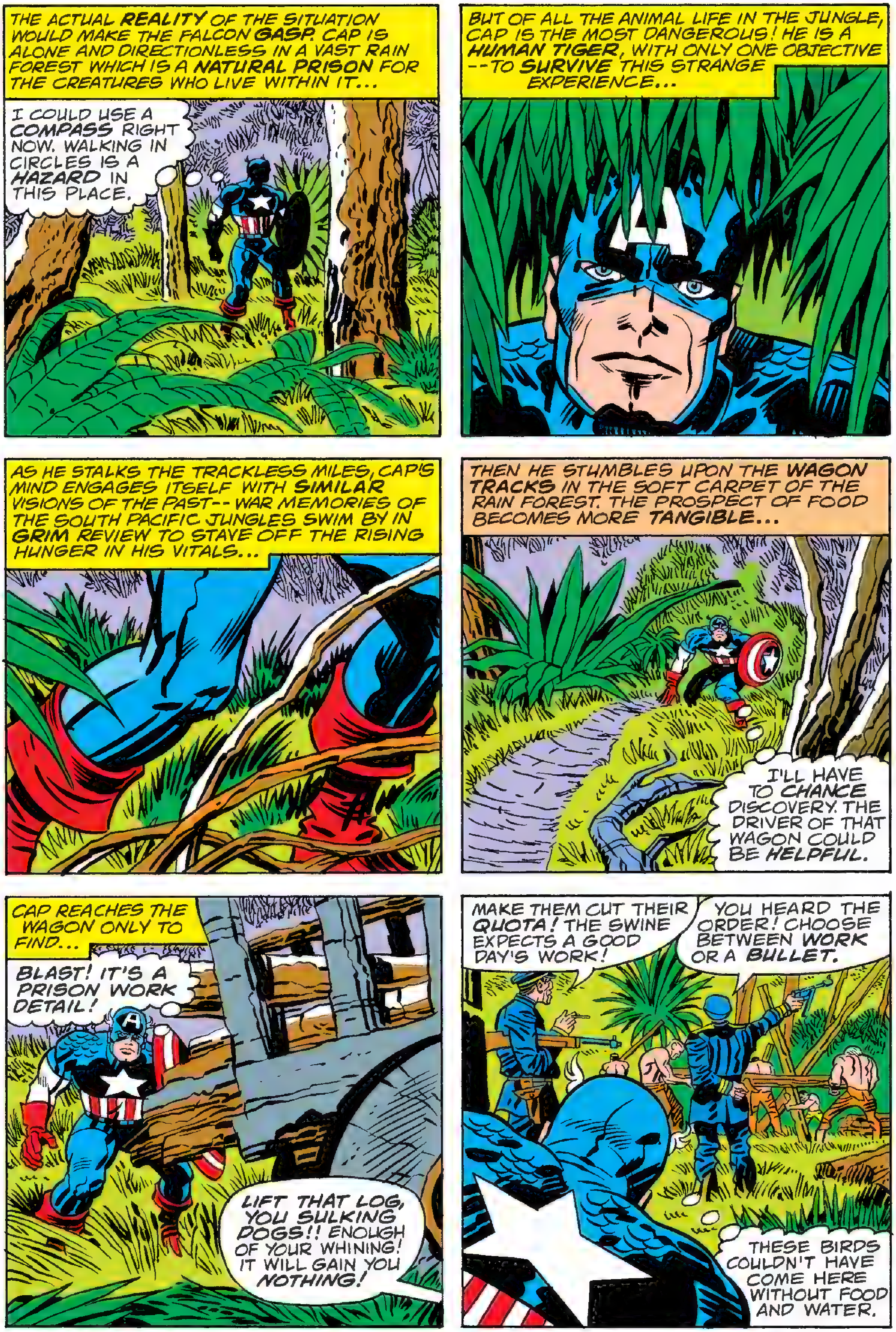

AT THAT MOMENT, IN A CENTRAL AMERICAN JUNGLE...
THE SEARCH PARTY'S CAUGHT UP WITH ME! LEAVING THIS PLACE IS GOING TO BE *TRICKY!*
WE'VE *FOUND* THE OTHERS, BUT THE PRISONER WAS *NOT* IN THE PLANE!
HE CAN'T HAVE GONE FAR! *FLOOD* THIS AREA WITH THE GAS!
THE PRISON GUARDS DON PLASTIC MASKS AS A SPECIALIZED GAS DISPENSER IS BROUGHT INTO PLAY...
THIS SHOULD SLOW HIM DOWN!! HE'LL BE *SLEEPING* LIKE A BABY WHEN WE CATCH UP WITH HIM!
SSSSSSSSSS
IT IS THEN THAT CAP'S SHIELD STREAKS INTO VIEW AND HEADS UNERRINGLY TOWARD ITS TARGET...
CARAMBA! *WHA--!??*
WOMP!
CAP LEAPS FROM COVER AND PRESSES HIS ATTACK!!
YOU FELLAS JUST *LOVE* TO USE GAS, DON'T YOU?!
HERE'S A SAMPLE OF *ANOTHER* TYPE OF SLEEPING POTION!
HE STRIKES WITH THE *SPEED* AND *STRENGTH* OF A JUNGLE CAT!!!
KLOP!
LOOK OUT!! IT'S THE PRISONER!

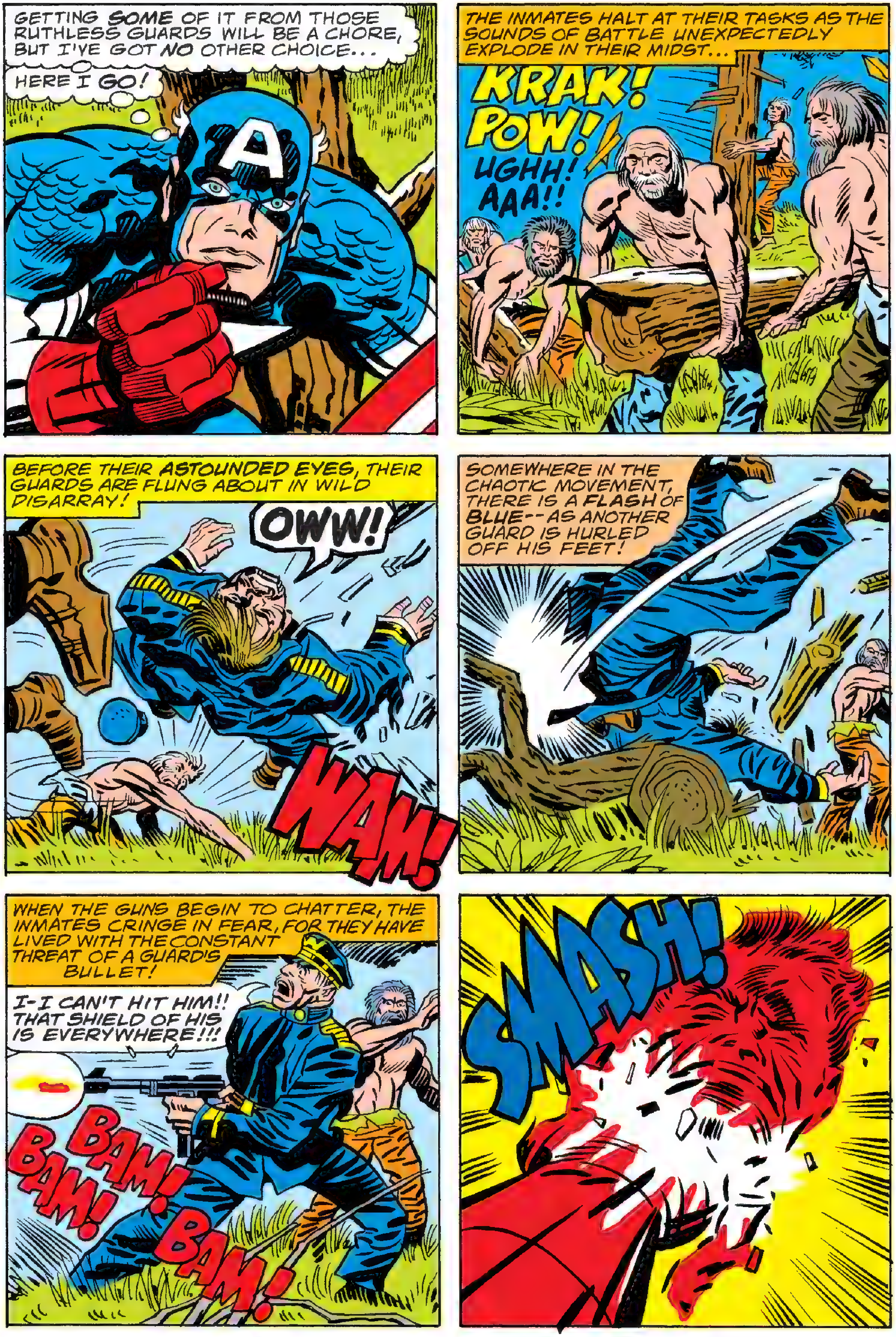

AT NO TIME IN THEIR EXPERIENCE HAVE THESE PRISON GUARDS MET SUCH OPPOSITION!! THEIR QUARRY GIVES THEM LITTLE TIME TO THINK OR SHOOT! THEY SIMPLY FALL PREY TO HIS STEEL FISTS!
I'LL TAKE THIS MASK, MISTER!! THIS JUNGLE'S BEGINNING TO SMELL BAD!!
COOL IT, JUNIOR! PLAYING WITH GUNS IS A DANGEROUS HABIT!!
OOOF!
BAM!
CLOSE IN! DON'T LET HIM ESCAPE!
SHOOT HIM DOWN! UGH!
YOU'LL NEVER BRING NEW BUSINESS TO THIS AREA WITH THAT ATTITUDE!
POW!
CAP STAGGERS HIS FOES--FLOORS THEM--AND EVEN TOSSES THEM!!
KEEP FIRING, DOLTS!! TRY TO HIT HIM!!
POW
YOU CAN ALWAYS KEEP TRYING!
POW!
IT IS A SHORT, SAVAGE BATTLE, IN WHICH THE HUNTED HAS DECIMATED THE HUNTERS!
KRASH!
WAM
CAP SEARCHES FOR NEW ATTACKERS... AND FINDS ONE REMAINING FOE...
STAND BACK! DON'T TOUCH ME--OR I'LL SHOOT! I'LL SHOOT!
WELL? ARE YOU A TALKER--OR A SHOOTER?

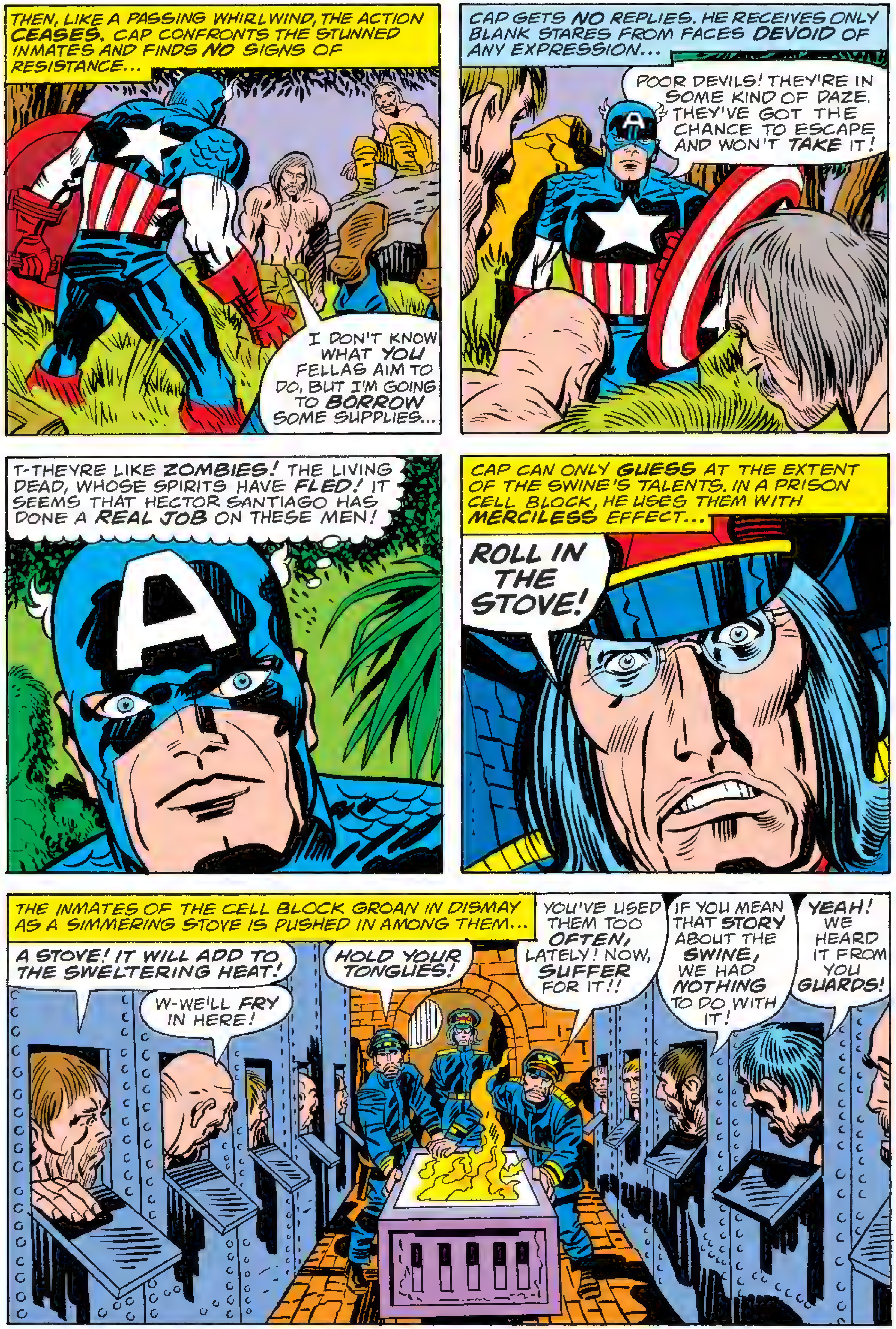

THERE IS SOMETHING IN THE FEATURES AND MANNER OF THE MAN THAT BRINGS BACK SNATCHES OF WHAT CAP OVERHEARD IN THE PLANE...
I WARN YOU! TAKE ONE MORE STEP AND I'LL--
YOU CAN ONLY BE HECTOR SANTIAGO --THE ONE THEY CALL THE SWINE!
I'VE EXECUTED MEN FOR CALLING ME THAT!! YOU SHALL DIE FOR IT AS WELL!
WAM WAM!
SANTIAGO'S BULLETS MEET ONLY CAP'S RESISTANT SHIELD! A MOMENT AFTER CAP CHARGES, THE FIRING ENDS...
POW POW POW!!
THAT'S ALL THE SHOOTING YOU'RE GOING TO DO, MISTER!
SUDDENLY, A NEW CONTINGENT OF GUARDS ARRIVES ON THE SCENE...
YOU HEARD THOSE SHOTS! HEAD IN THAT DIRECTION!!
LOOK! THERE IN THAT TREE! IT'S--
IT'S THE COMANDANTE! HOW COULD THIS HAVE HAPPENED!?
HURRY, MEN!
YES, HURRY, YOU FOOLS!! GET ME OFF THIS CURSED BRANCH!!
A-AT ONCE, SIR!!
SANTIAGO CANNOT HELP BUT NOTICE THE SUPPRESSED SMILES AMONG THE GUARDS --AND HIS HEART BEGINS TO FILL WITH A DARK RAGE...
DON'T WORRY, COMANDANTE!! WE'LL GET THE ONE RESPONSIBLE FOR THIS!!
GET ME DOWN, I SAY!! HECTOR SANTIAGO HAS A SCORE TO SETTLE!!

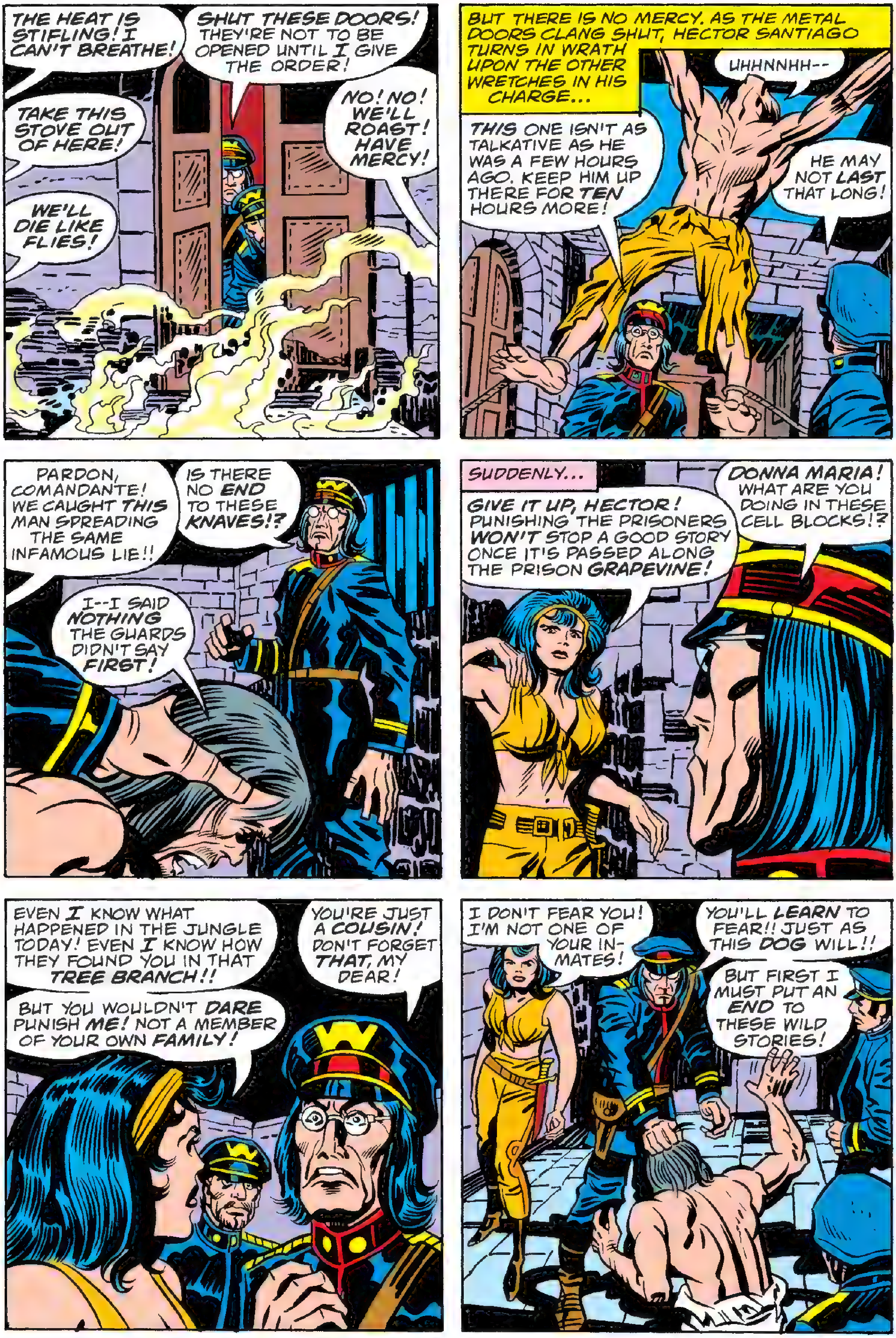

NOT FAR OFF, AND SHELTERED BY A SCREEN OF THICK JUNGLE VEGETATION, CAP **LISTENS** TO SANTIAGO'S THREAT. HE HAS MADE AN ENEMY! AN ENEMY HE HOPES TO LEAVE **FAR** BEHIND HIM...
SO LONG, HECTOR!! YOU DIDN'T GET **HALF** THE LESSON YOU NEEDED!
MEANWHILE, IN A REGIONAL FIELD OFFICE OF **SHIELD**, SAM WILSON TRIES TO FIND A CLUE TO CAP'S **DISAPPEARANCE...**
STEVE AND I HAD A **RUN-IN** WITH SOME LATIN POLICE FROM BELOW THE BORDER! IT COULD HAVE STARTED WITH **THAT!**
IT'S **NOT** ENOUGH TO GO ON SAM, BUT WE'RE DOING THE **BEST** WE CAN!
I'VE GOT OUR **TOP** AGENTS WORKING ON THIS CASE. BUT RIGHT NOW, STEVE ROGERS IS A MISSING PERSON! AND SO IS **CAPTAIN AMERICA!**
CHECK WITH ALL THE LATIN-AMERICAN EMBASSIES, NELSON. **KEEP THE POT BOILING.**
ARE YOU **KIDDING?** I'VE THROWN OUT AN INTERNATIONAL DRAGNET, FROM WHICH A **MOUSE** COULDN'T ESCAPE!
THEY USED **GAS** ON HIM! HE'D BE **HELPLESS** IN THAT STATE! THERE'S NO TELLING WHAT THEY'VE DONE TO STEVE!
THERE'S NO POINT IN LOOKING AT THE **NEGATIVE** SIDE. WE'LL FIND HIM!! AND **SOON!!**
IT **BETTER** BE SOON. WE'VE GOT A VERY **SICK** CHICK ON OUR HANDS, SAM.
COME IN, LEILA. TELL US ALL THE **POSITIVE** NEWS!!
I-I LEFT **SHARON** AT THE HOSPITAL. THEY SAY SHE NEEDS A FEW DAYS OF REST, BUT I DON'T THINK THAT WILL HELP MUCH. SHE BLAMES **HERSELF** FOR STEVE'S PREDICAMENT.
UNTIL STEVE IS FOUND, THIS WILL **BUG** ALL OF US. THAT'S WHY I JUST **CAN'T** STAND BY AND WAIT!!
THEN, GO TO WORK... **FALCON!!** BUT, KEEP IN TOUCH!!

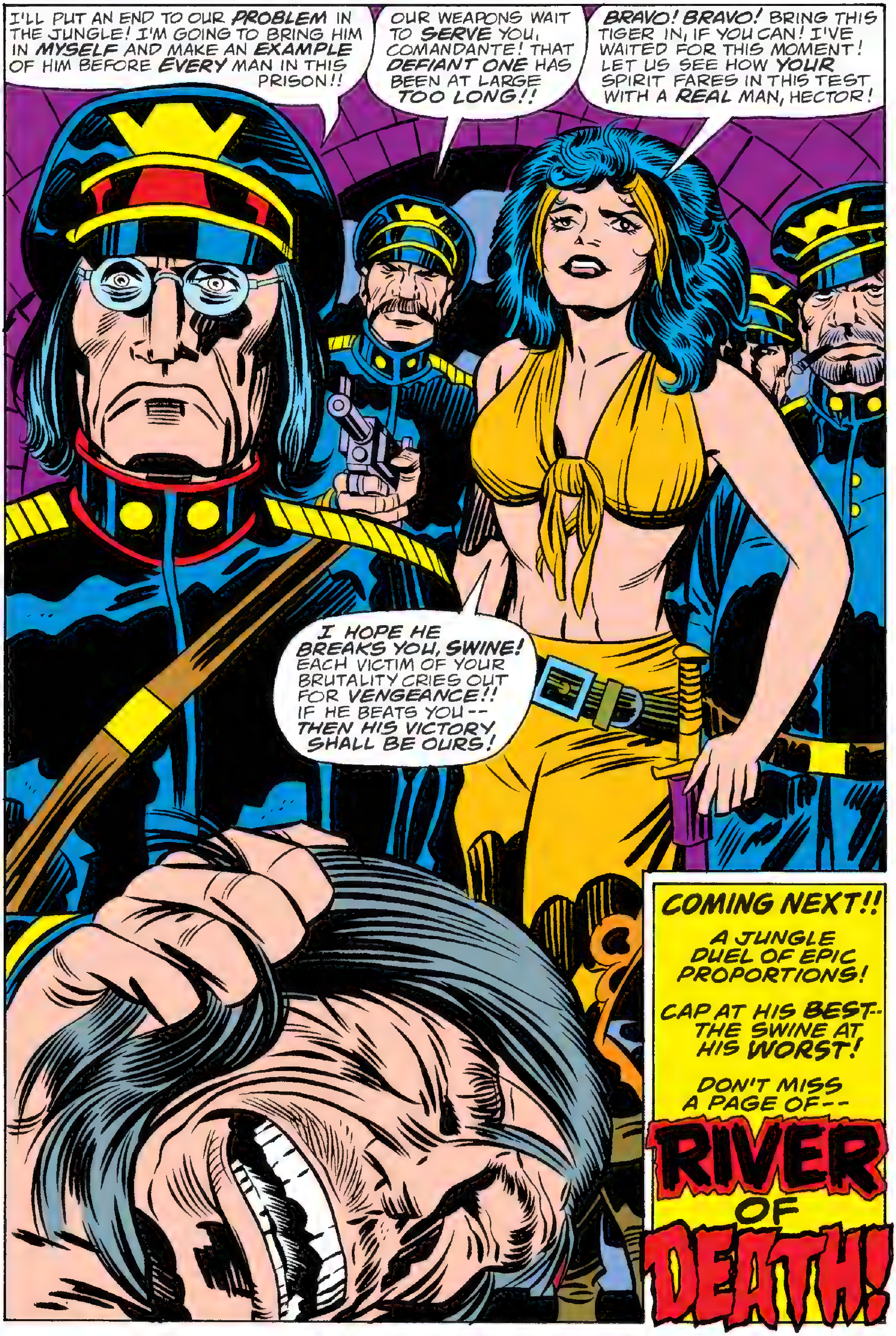

SOON AFTER, **SAM WILSON** VANISHES FROM THE SCENE AND THE **FALCON** APPEARS IN THE SKIES ABOVE THE CITY...
IT'S A STRANGE FEELING TO ***BEGIN*** FROM NOWHERE AND STRIKE OUT FOR NOWHERE!! BUT ***ANY*** ACTION IS BETTER THAN MARKING TIME!
THE FALCON GATHERS SPEED AND STREAKS ACROSS THE CONCRETE CLUSTERS BELOW, WITH A **STRONG** DETERMINATION TO WREST THE WHEREABOUTS OF HIS PARTNER AND FRIEND FROM AN ***UNYIELDING*** WORLD...
IF THOSE GOONS HAVE ***LEFT*** THE CITY, THEY MUST HAVE GONE ***SOUTH!***
I'LL SCOUT THE ***COAST-LINE!*** NEVER CAN TELL ***WHAT*** MAY TURN UP ON THE WAY.
THE FALCON GAINS HEIGHT AND DISTANCE. HE **SCOURS** THE DARKENING SKIES AND CONTINUES...
I'VE PEERED INTO PLANES AND ***STARTLED*** SOME BOATERS, BUT THE CHANCES AGAINST FINDING A CLUE ARE ASTRONOMICAL!
THAT ***WOULDN'T*** DISHEARTEN CAP!! HE'S BEEN ON ***MY*** TRAIL, TOO! HE'S NEVER COPPED OUT ON ME WHEN THINGS SEEMED ***HOPELESS.*** I ***MUST*** KEEP GOING!
PETE! LOOK!
WHAT KIND OF NIGHT BIRD IS THAT?

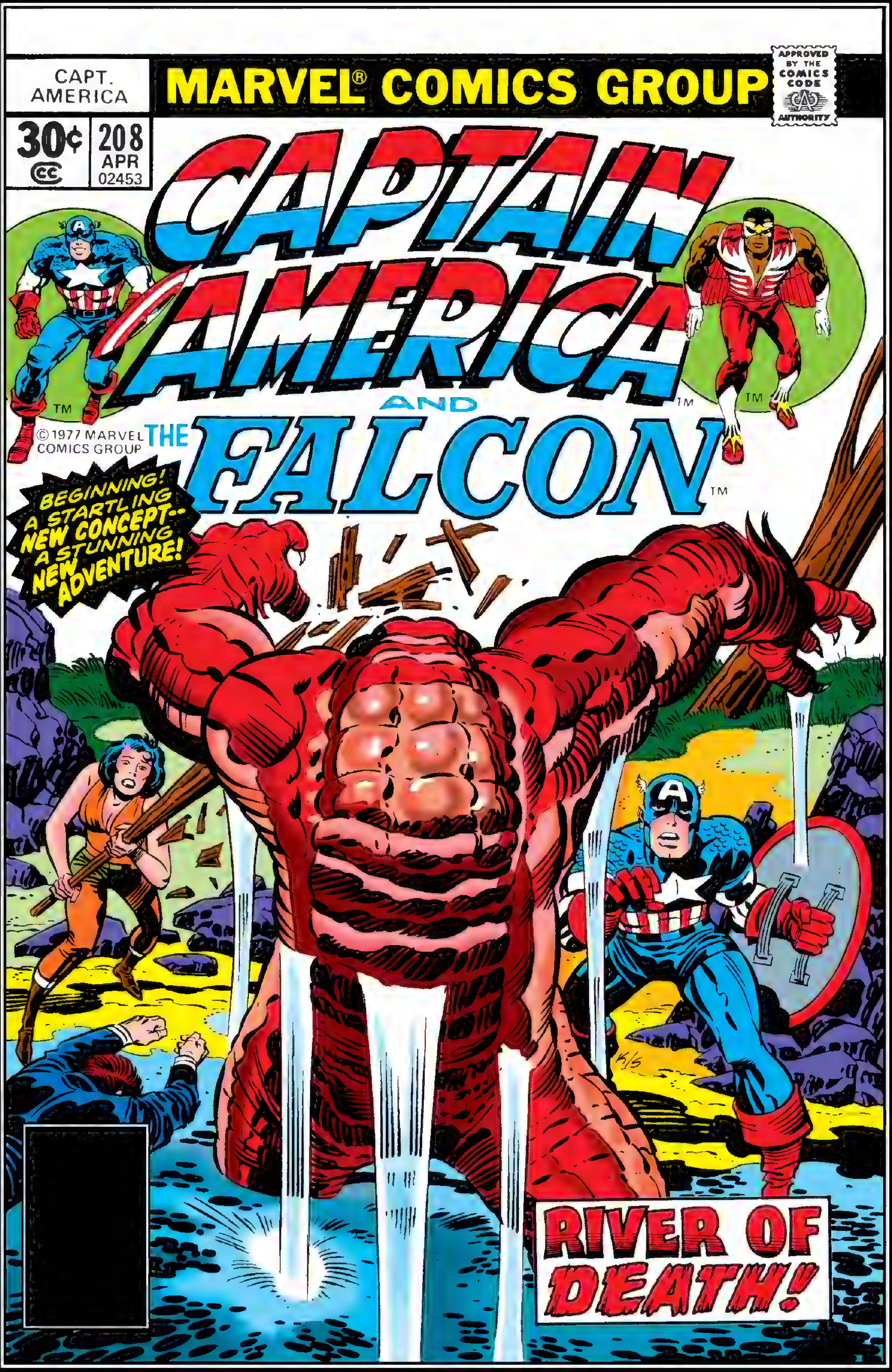

THE ACTUAL REALITY OF THE SITUATION WOULD MAKE THE FALCON GASP. CAP IS ALONE AND DIRECTIONLESS IN A VAST RAIN FOREST WHICH IS A NATURAL PRISON FOR THE CREATURES WHO LIVE WITHIN IT...
I COULD USE A COMPASS RIGHT NOW. WALKING IN CIRCLES IS A HAZARD IN THIS PLACE.
BUT OF ALL THE ANIMAL LIFE IN THE JUNGLE, CAP IS THE MOST DANGEROUS! HE IS A HUMAN TIGER, WITH ONLY ONE OBJECTIVE --TO SURVIVE THIS STRANGE EXPERIENCE...
AS HE STALKS THE TRACKLESS MILES, CAP'S MIND ENGAGES ITSELF WITH SIMILAR VISIONS OF THE PAST-- WAR MEMORIES OF THE SOUTH PACIFIC JUNGLES SWIM BY IN GRIM REVIEW TO STAVE OFF THE RISING HUNGER IN HIS VITALS...
THEN HE STUMBLES UPON THE WAGON TRACKS IN THE SOFT CARPET OF THE RAIN FOREST. THE PROSPECT OF FOOD BECOMES MORE TANGIBLE...
I'LL HAVE TO CHANCE DISCOVERY. THE DRIVER OF THAT WAGON COULD BE HELPFUL.
CAP REACHES THE WAGON ONLY TO FIND...
BLAST! IT'S A PRISON WORK DETAIL!
LIFT THAT LOG, YOU SULKING DOGS!! ENOUGH OF YOUR WHINING! IT WILL GAIN YOU NOTHING!
MAKE THEM CUT THEIR QUOTA! THE SWINE EXPECTS A GOOD DAY'S WORK!
YOU HEARD THE ORDER! CHOOSE BETWEEN WORK OR A BULLET.
THESE BIRDS COULDN'T HAVE COME HERE WITHOUT FOOD AND WATER.


GETTING SOME OF IT FROM THOSE RUTHLESS GUARDS WILL BE A CHORE, BUT I'VE GOT NO OTHER CHOICE...
HERE I GO!
THE INMATES HALT AT THEIR TASKS AS THE SOUNDS OF BATTLE UNEXPECTEDLY EXPLODE IN THEIR MIDST...
KRAK!
POW!
UGHH!
AAA!!
BEFORE THEIR ASTOUNDED EYES, THEIR GUARDS ARE FLUNG ABOUT IN WILD DISARRAY!
OWW!
WAM!
SOMEWHERE IN THE CHAOTIC MOVEMENT, THERE IS A FLASH OF BLUE--AS ANOTHER GUARD IS HURLED OFF HIS FEET!
WHEN THE GUNS BEGIN TO CHATTER, THE INMATES CRINGE IN FEAR, FOR THEY HAVE LIVED WITH THE CONSTANT THREAT OF A GUARD'S BULLET!
I-I CAN'T HIT HIM!! THAT SHIELD OF HIS IS EVERYWHERE!!!
BAM!
BAM!
BAM!
BAM!
SMASH!


THEN, LIKE A PASSING WHIRLWIND, THE ACTION CEASES. CAP CONFRONTS THE STUNNED INMATES AND FINDS NO SIGNS OF RESISTANCE...
I DON'T KNOW WHAT YOU FELLAS AIM TO DO, BUT I'M GOING TO BORROW SOME SUPPLIES...
CAP GETS NO REPLIES. HE RECEIVES ONLY BLANK STARES FROM FACES DEVOID OF ANY EXPRESSION...
POOR DEVILS! THEY'RE IN SOME KIND OF DAZE. THEY'VE GOT THE CHANCE TO ESCAPE AND WON'T TAKE IT!
T-THEYRE LIKE ZOMBIES! THE LIVING DEAD, WHOSE SPIRITS HAVE FLED! IT SEEMS THAT HECTOR SANTIAGO HAS DONE A REAL JOB ON THESE MEN!
CAP CAN ONLY GUESS AT THE EXTENT OF THE SWINE'S TALENTS. IN A PRISON CELL BLOCK, HE USES THEM WITH MERCILESS EFFECT...
ROLL IN THE STOVE!
THE INMATES OF THE CELL BLOCK GROAN IN DISMAY AS A SIMMERING STOVE IS PUSHED IN AMONG THEM...
A STOVE! IT WILL ADD TO THE SWELTERING HEAT!
W-WE'LL FRY IN HERE!
HOLD YOUR TONGUES!
YOU'VE USED THEM TOO OFTEN, LATELY! NOW, SUFFER FOR IT!!
IF YOU MEAN THAT STORY ABOUT THE SWINE, WE HAD NOTHING TO DO WITH IT!
YEAH! WE HEARD IT FROM YOU GUARDS!


THE HEAT IS STIFLING! I CAN'T BREATHE!
SHUT THESE DOORS! THEY'RE NOT TO BE OPENED UNTIL I GIVE THE ORDER!
TAKE THIS STOVE OUT OF HERE!
NO! NO! WE'LL ROAST! HAVE MERCY!
WE'LL DIE LIKE FLIES!
BUT THERE IS NO MERCY. AS THE METAL DOORS CLANG SHUT, HECTOR SANTIAGO TURNS IN WRATH UPON THE OTHER WRETCHES IN HIS CHARGE...
UHHNNNHH--
THIS ONE ISN'T AS TALKATIVE AS HE WAS A FEW HOURS AGO. KEEP HIM UP THERE FOR TEN HOURS MORE!
HE MAY NOT LAST THAT LONG!
PARDON, COMANDANTE! WE CAUGHT THIS MAN SPREADING THE SAME INFAMOUS LIE!!
IS THERE NO END TO THESE KNAVES!?
I--I SAID NOTHING THE GUARDS DIDN'T SAY FIRST!
SUDDENLY...
GIVE IT UP, HECTOR! PUNISHING THE PRISONERS WON'T STOP A GOOD STORY ONCE IT'S PASSED ALONG THE PRISON GRAPEVINE!
DONNA MARIA! WHAT ARE YOU DOING IN THESE CELL BLOCKS!?
EVEN I KNOW WHAT HAPPENED IN THE JUNGLE TODAY! EVEN I KNOW HOW THEY FOUND YOU IN THAT TREE BRANCH!!
BUT YOU WOULDN'T DARE PUNISH ME! NOT A MEMBER OF YOUR OWN FAMILY!
YOU'RE JUST A COUSIN! DON'T FORGET THAT, MY DEAR!
I DON'T FEAR YOU! I'M NOT ONE OF YOUR INMATES!
YOU'LL LEARN TO FEAR!! JUST AS THIS DOG WILL!!
BUT FIRST I MUST PUT AN END TO THESE WILD STORIES!

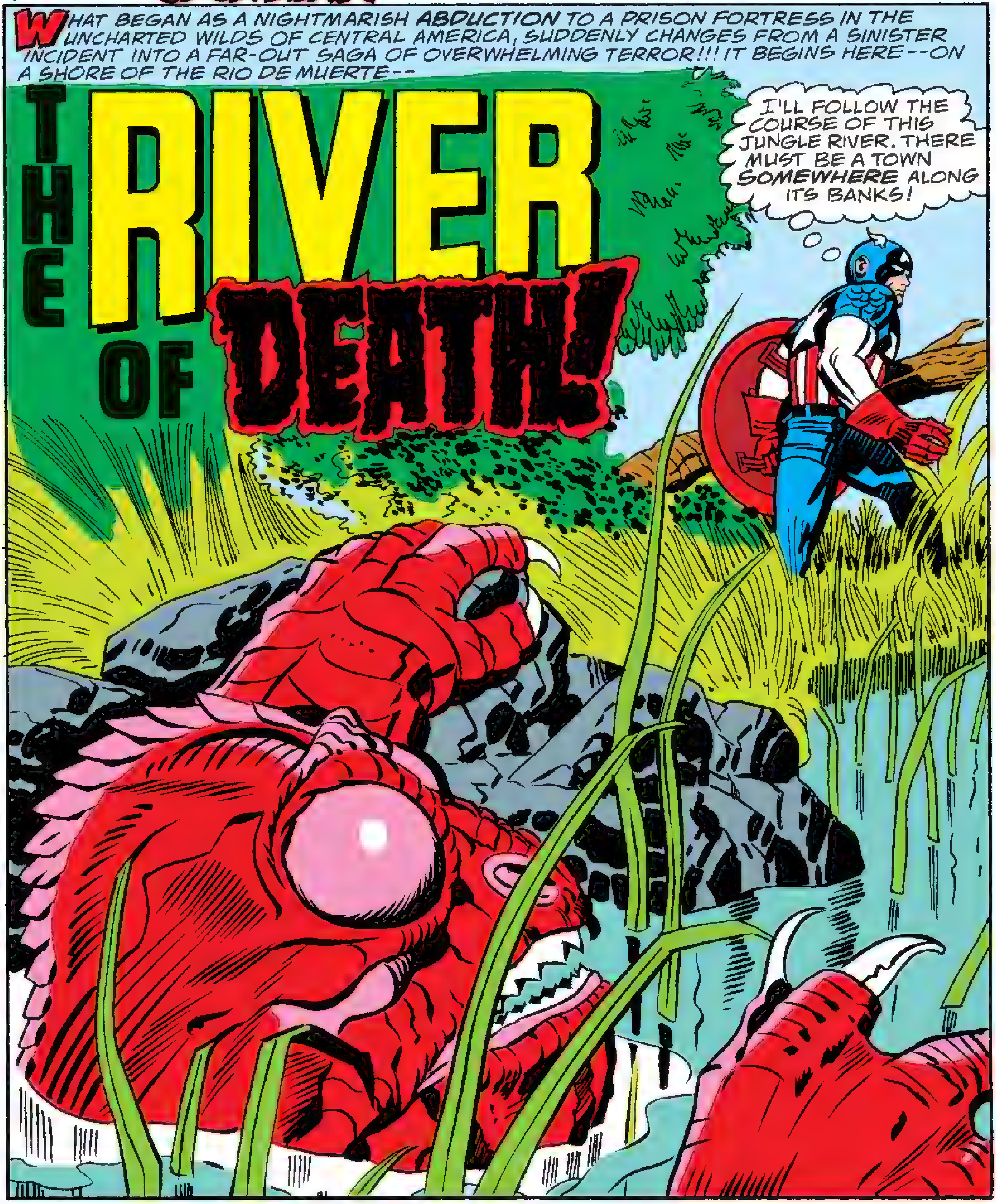

I'LL PUT AN END TO OUR PROBLEM IN THE JUNGLE! I'M GOING TO BRING HIM IN MYSELF AND MAKE AN EXAMPLE OF HIM BEFORE EVERY MAN IN THIS PRISON!!
OUR WEAPONS WAIT TO SERVE YOU, COMANDANTE! THAT DEFIANT ONE HAS BEEN AT LARGE TOO LONG!!
BRAVO! BRAVO! BRING THIS TIGER IN, IF YOU CAN! I'VE WAITED FOR THIS MOMENT! LET US SEE HOW YOUR SPIRIT FARES IN THIS TEST WITH A REAL MAN, HECTOR!
I HOPE HE BREAKS YOU, SWINE! EACH VICTIM OF YOUR BRUTALITY CRIES OUT FOR VENGEANCE!! IF HE BEATS YOU -- THEN HIS VICTORY SHALL BE OURS!
COMING NEXT!!
A JUNGLE DUEL OF EPIC PROPORTIONS!
CAP AT HIS BEST-- THE SWINE AT HIS WORST!
DON'T MISS A PAGE OF--
RIVER OF DEATH!

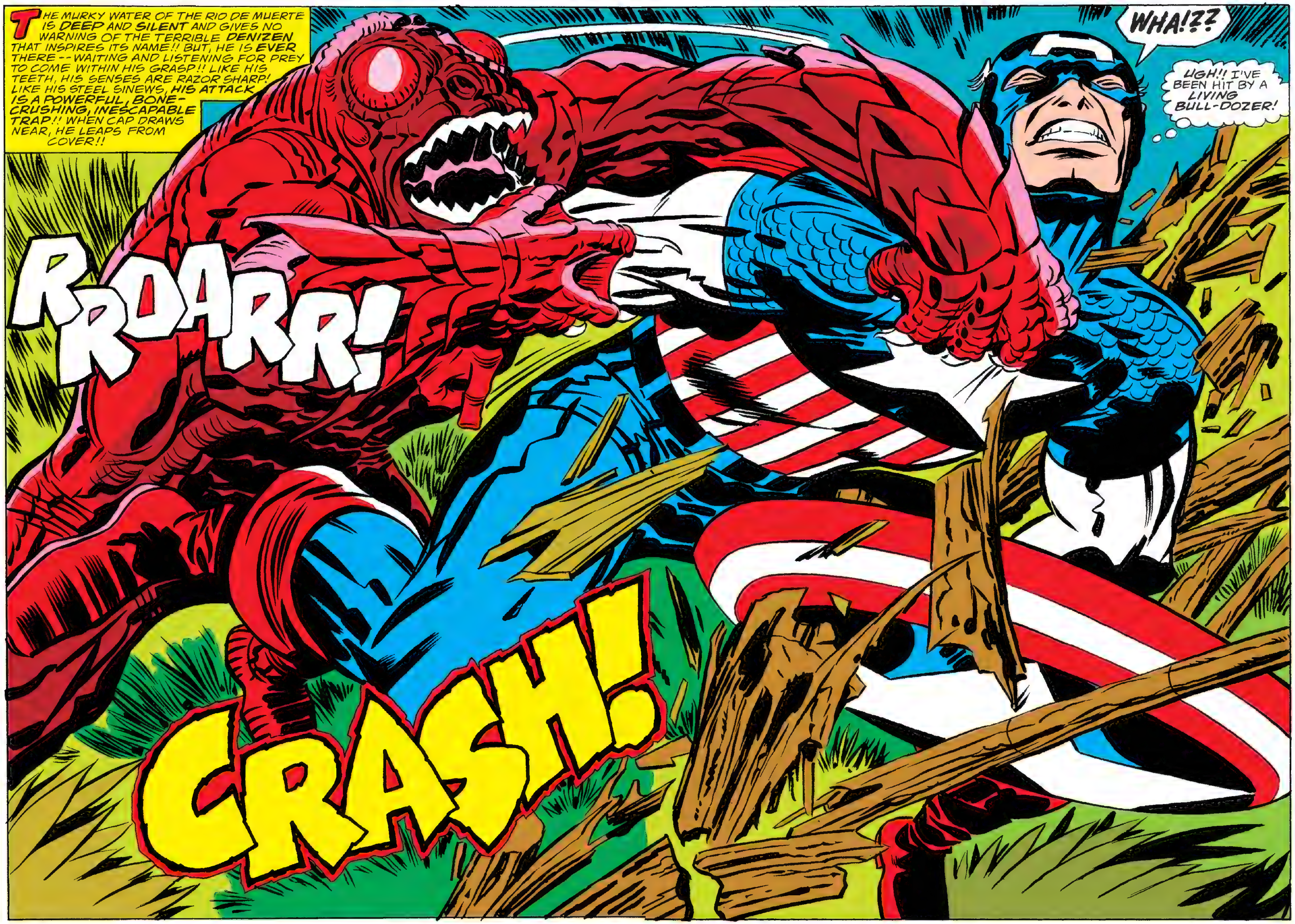

CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
208
APR
02453
CAPTAIN AMERICA AND THE FALCON
© 1977 MARVEL COMICS GROUP
BEGINNING! A STARTLING NEW CONCEPT-- A STUNNING NEW ADVENTURE!
K/S
RIVER OF DEATH!

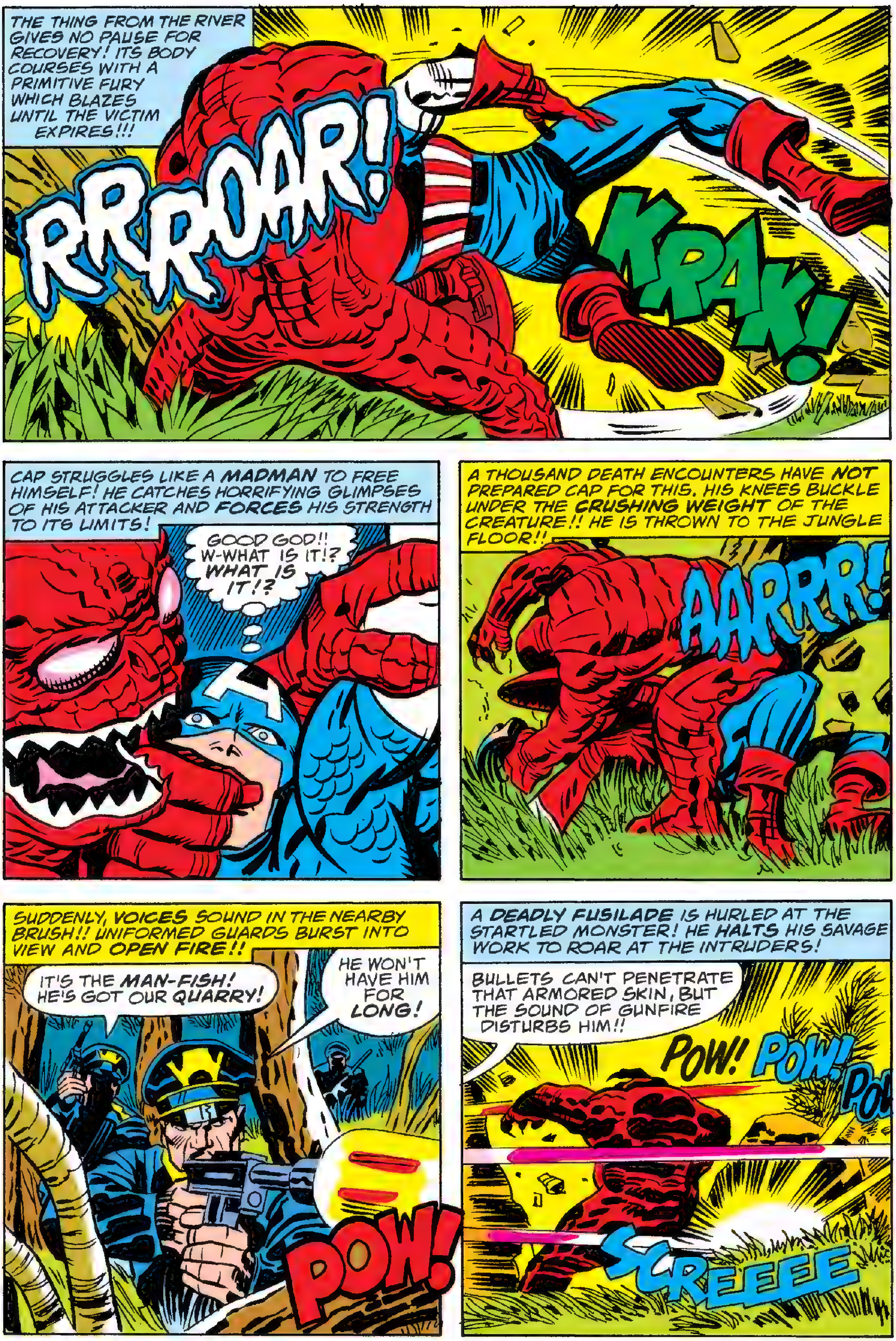
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

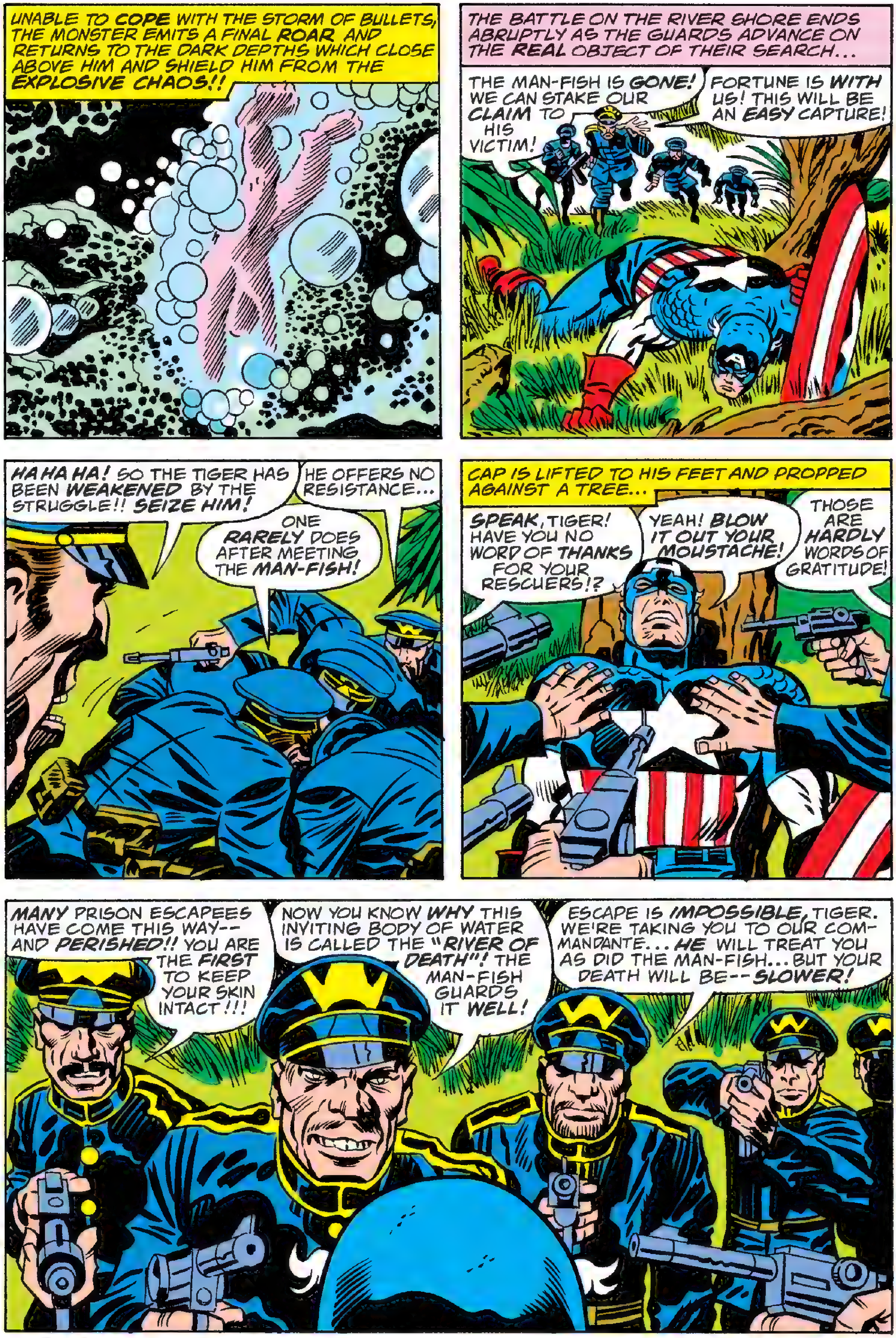
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

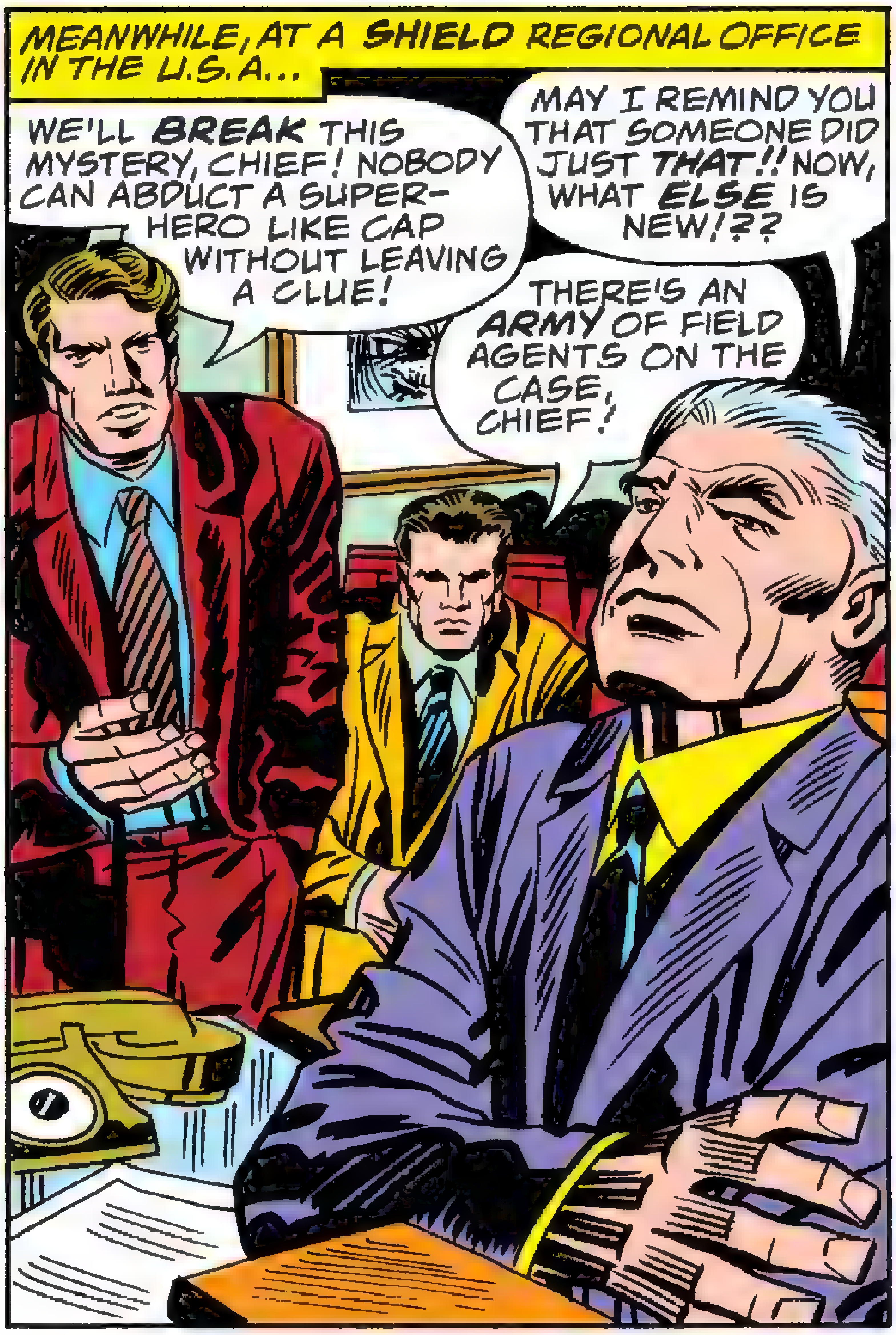
EDITED, WRITTEN & DRAWN BY **JACK KIRBY** INKED BY **FRANK GIACOIA** LETTERED BY **JIM NOVAK** COLORED BY **G. ROUSSOS** ADMIRED BY **ARCHIE GOODWIN**

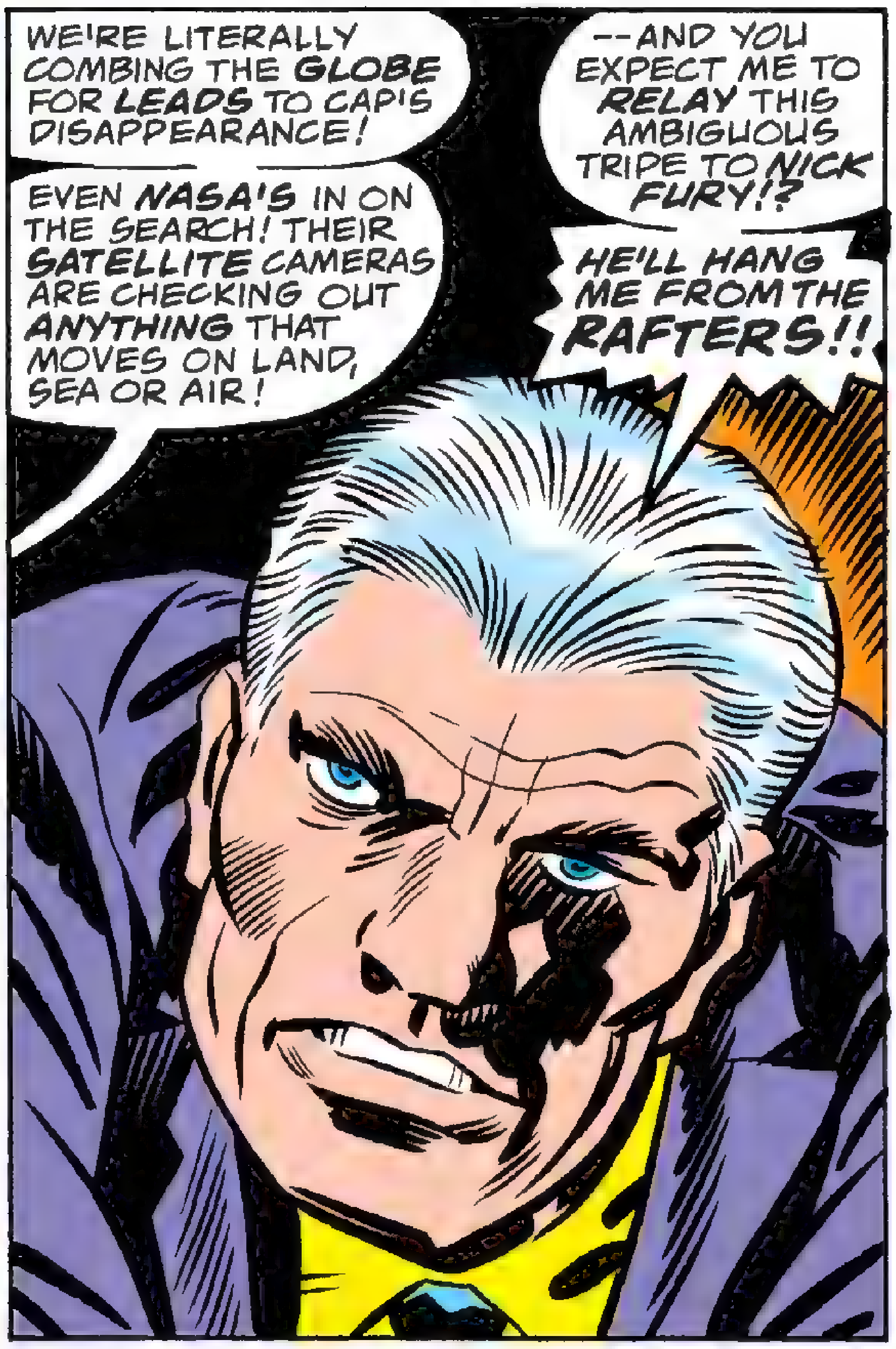

WHAT BEGAN AS A NIGHTMARISH ABDUCTION TO A PRISON FORTRESS IN THE UNCHARTED WILDS OF CENTRAL AMERICA, SUDDENLY CHANGES FROM A SINISTER INCIDENT INTO A FAR-OUT SAGA OF OVERWHELMING TERROR!!! IT BEGINS HERE--ON A SHORE OF THE RIO DE MUERTE--
THE RIVER OF DEATH!
I'LL FOLLOW THE COURSE OF THIS JUNGLE RIVER. THERE MUST BE A TOWN SOMEWHERE ALONG ITS BANKS!

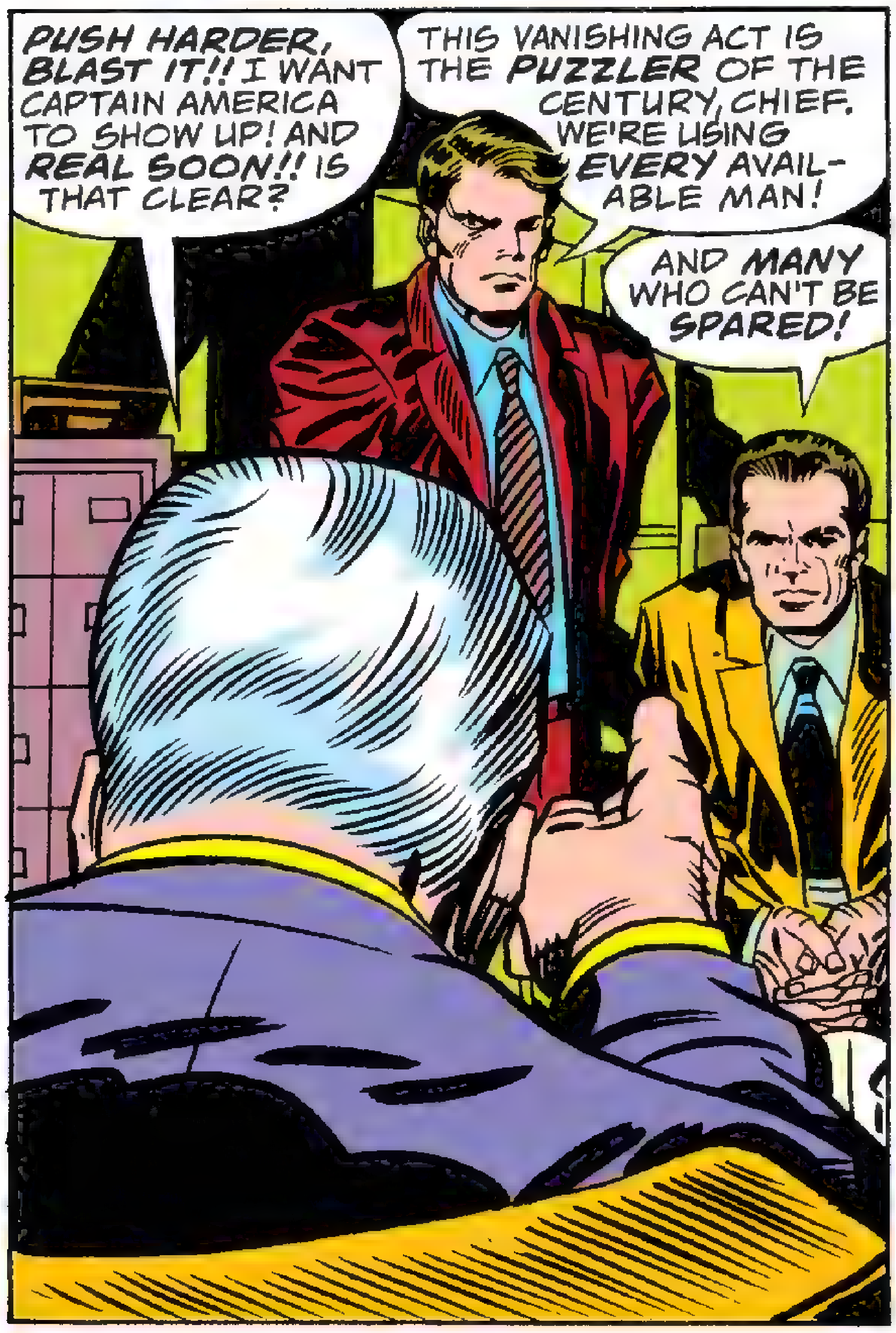

THE MURKY WATER OF THE RIO DE MUERTE IS DEEP AND SILENT AND GIVES NO WARNING OF THE TERRIBLE DENIZEN THAT INSPIRES ITS NAME!! BUT, HE IS EVER THERE--WAITING AND LISTENING FOR PREY TO COME WITHIN HIS GRASP!! LIKE HIS TEETH, HIS SENSES ARE RAZOR SHARP! LIKE HIS STEEL SINEWS, HIS ATTACK IS A POWERFUL, BONE-CRUSHING, INESCAPABLE TRAP!! WHEN CAP DRAWS NEAR, HE LEAPS FROM COVER!!
WHA!??
UGH!! I'VE BEEN HIT BY A LIVING BULL-DOZER!
RROARRR!
CRASH!

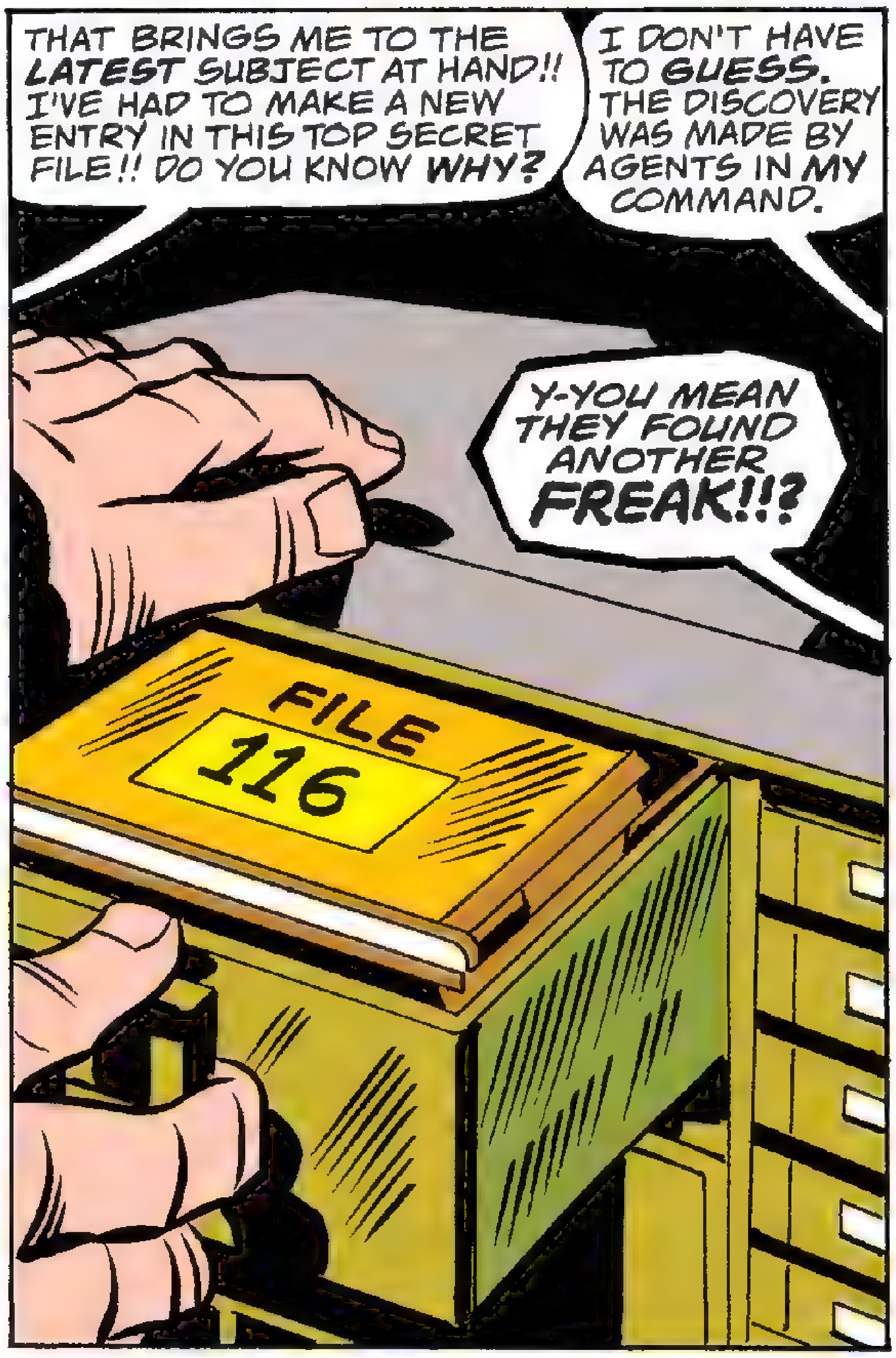

THE THING FROM THE RIVER GIVES NO PAUSE FOR RECOVERY! ITS BODY COURSES WITH A PRIMITIVE FURY WHICH BLAZES UNTIL THE VICTIM EXPIRES!!!
RRROAR!
KRAK!
CAP STRUGGLES LIKE A **MADMAN** TO FREE HIMSELF! HE CATCHES HORRIFYING GLIMPSES OF HIS ATTACKER AND **FORCES** HIS STRENGTH TO ITS LIMITS!
GOOD GOD!! W-WHAT IS IT!? **WHAT IS IT!?**
A THOUSAND DEATH ENCOUNTERS HAVE **NOT** PREPARED CAP FOR THIS. HIS KNEES BUCKLE UNDER THE **CRUSHING WEIGHT** OF THE CREATURE!! HE IS THROWN TO THE JUNGLE FLOOR!!
AARRR!
SUDDENLY, **VOICES** SOUND IN THE NEARBY BRUSH!! UNIFORMED GUARDS BURST INTO VIEW AND **OPEN FIRE!!**
IT'S THE **MAN-FISH!** HE'S GOT OUR **QUARRY!**
HE WON'T HAVE HIM FOR **LONG!**
POW!
A **DEADLY FUSILADE** IS HURLED AT THE STARTLED MONSTER! HE **HALTS** HIS SAVAGE WORK TO ROAR AT THE INTRUDERS!
BULLETS CAN'T PENETRATE THAT ARMORED SKIN, BUT THE SOUND OF GUNFIRE DISTURBS HIM!!
POW! POW! PO
SCREEEEE

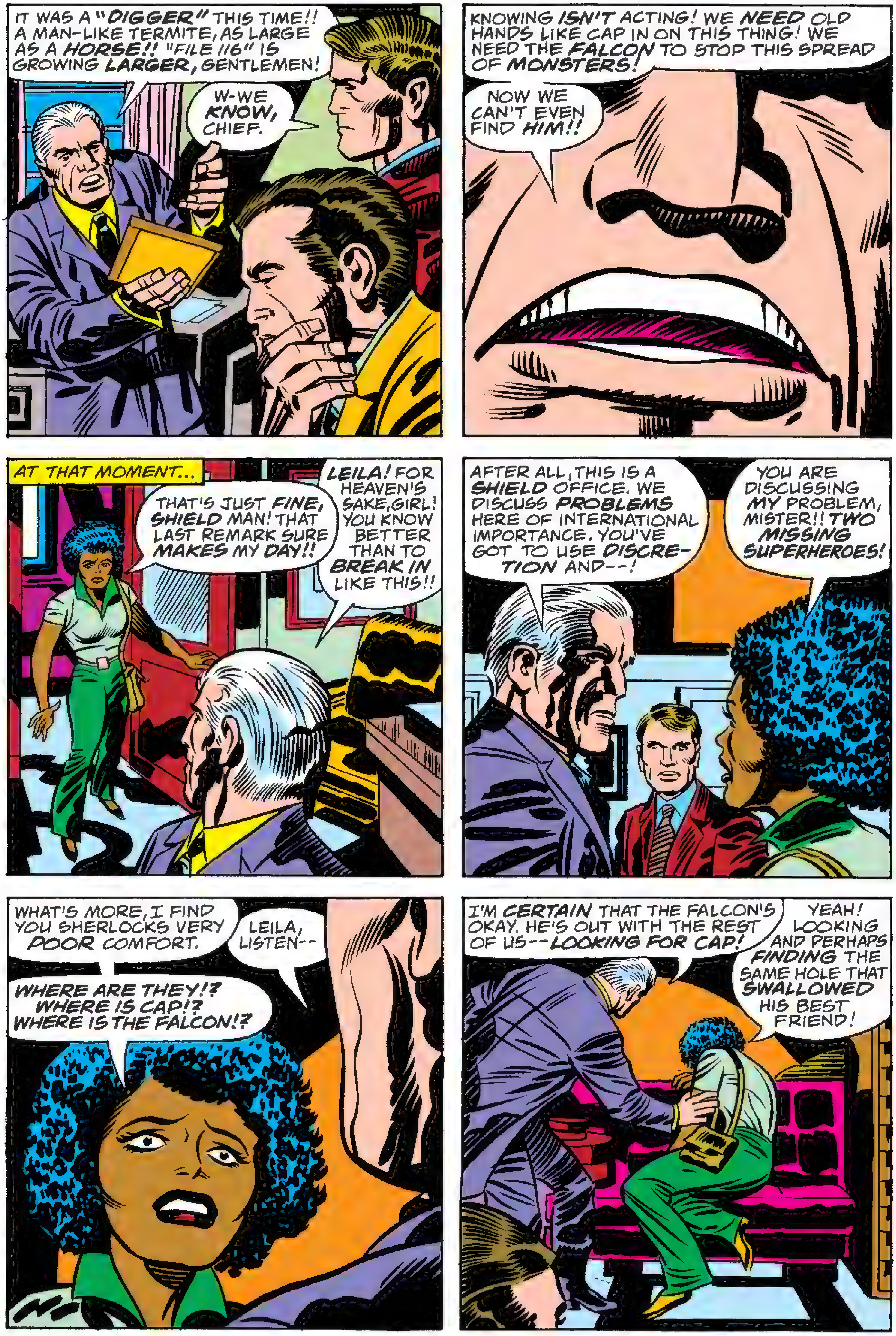

UNABLE TO COPE WITH THE STORM OF BULLETS, THE MONSTER EMITS A FINAL ROAR AND RETURNS TO THE DARK DEPTHS WHICH CLOSE ABOVE HIM AND SHIELD HIM FROM THE EXPLOSIVE CHAOS!!
THE BATTLE ON THE RIVER SHORE ENDS ABRUPTLY AS THE GUARDS ADVANCE ON THE REAL OBJECT OF THEIR SEARCH...
THE MAN-FISH IS GONE! WE CAN STAKE OUR CLAIM TO HIS VICTIM!
FORTUNE IS WITH US! THIS WILL BE AN EASY CAPTURE!
HA HA HA! SO THE TIGER HAS BEEN WEAKENED BY THE STRUGGLE!! SEIZE HIM!
HE OFFERS NO RESISTANCE...
ONE RARELY DOES AFTER MEETING THE MAN-FISH!
CAP IS LIFTED TO HIS FEET AND PROPPED AGAINST A TREE...
SPEAK, TIGER! HAVE YOU NO WORD OF THANKS FOR YOUR RESCUERS!?
YEAH! BLOW IT OUT YOUR MOUSTACHE!
THOSE ARE HARDLY WORDS OF GRATITUDE!
MANY PRISON ESCAPEES HAVE COME THIS WAY-- AND PERISHED!! YOU ARE THE FIRST TO KEEP YOUR SKIN INTACT!!!
NOW YOU KNOW WHY THIS INVITING BODY OF WATER IS CALLED THE "RIVER OF DEATH"! THE MAN-FISH GUARDS IT WELL!
ESCAPE IS IMPOSSIBLE, TIGER. WE'RE TAKING YOU TO OUR COMMANDANTE... HE WILL TREAT YOU AS DID THE MAN-FISH... BUT YOUR DEATH WILL BE-- SLOWER!

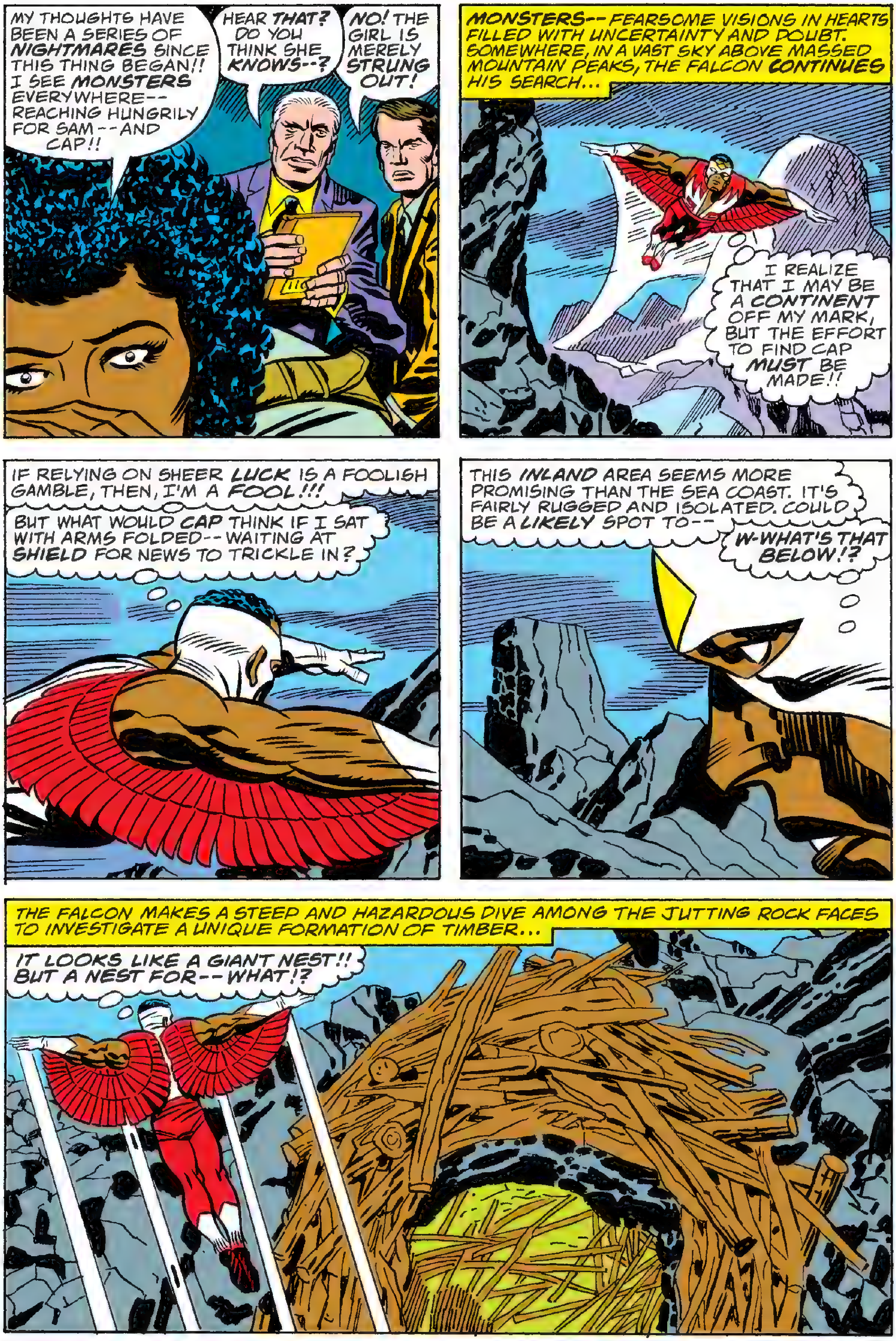

MEANWHILE, AT A SHIELD REGIONAL OFFICE IN THE U.S.A...
WE'LL BREAK THIS MYSTERY, CHIEF! NOBODY CAN ABDUCT A SUPER-HERO LIKE CAP WITHOUT LEAVING A CLUE!
MAY I REMIND YOU THAT SOMEONE DID JUST THAT!! NOW, WHAT ELSE IS NEW!??
THERE'S AN ARMY OF FIELD AGENTS ON THE CASE, CHIEF!

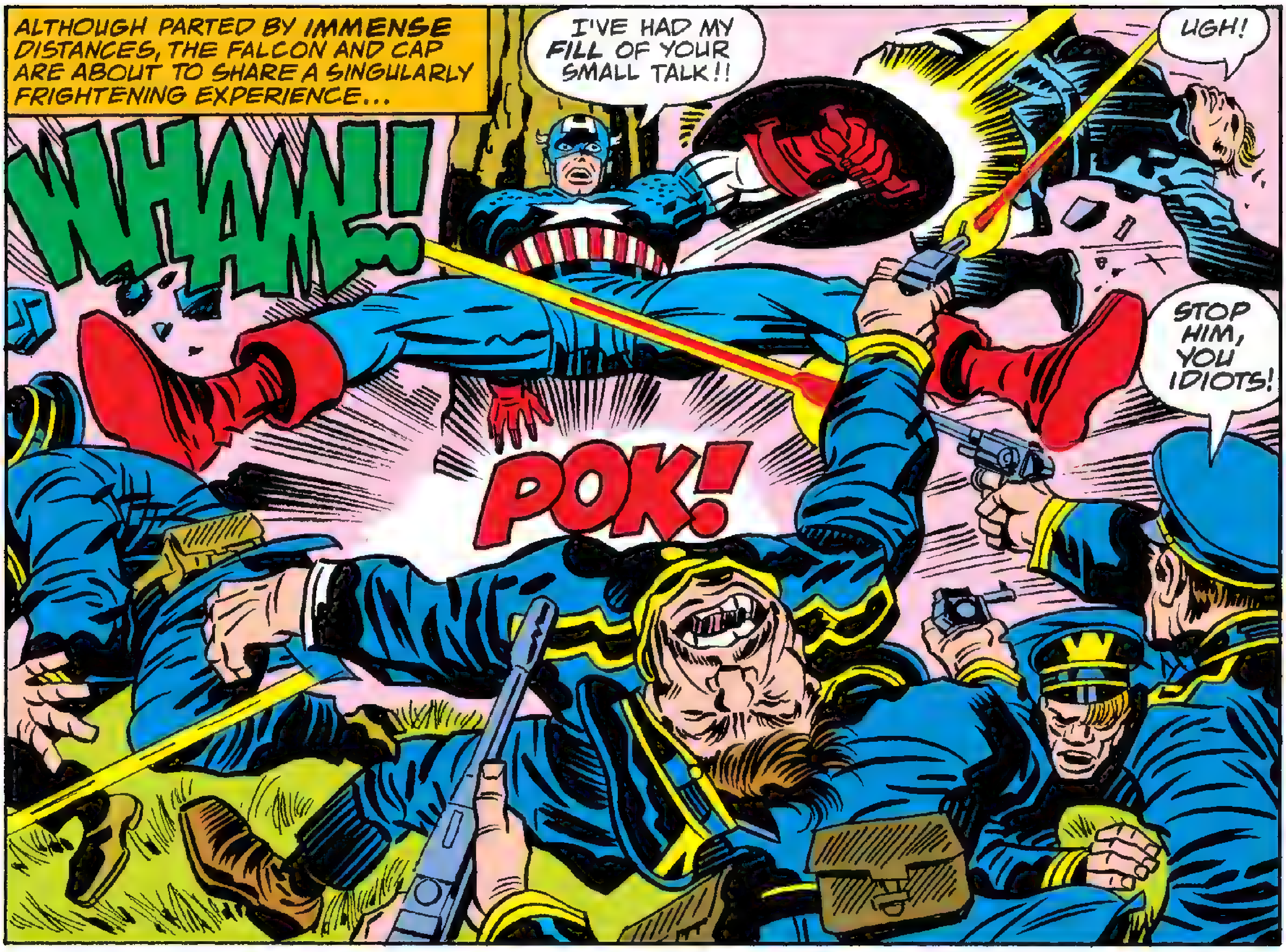

WE'RE LITERALLY COMBING THE GLOBE FOR LEADS TO CAP'S DISAPPEARANCE!
EVEN NASA'S IN ON THE SEARCH! THEIR SATELLITE CAMERAS ARE CHECKING OUT ANYTHING THAT MOVES ON LAND, SEA OR AIR!
--AND YOU EXPECT ME TO RELAY THIS AMBIGUOUS TRIPE TO NICK FURY!?
HE'LL HANG ME FROM THE RAFTERS!!

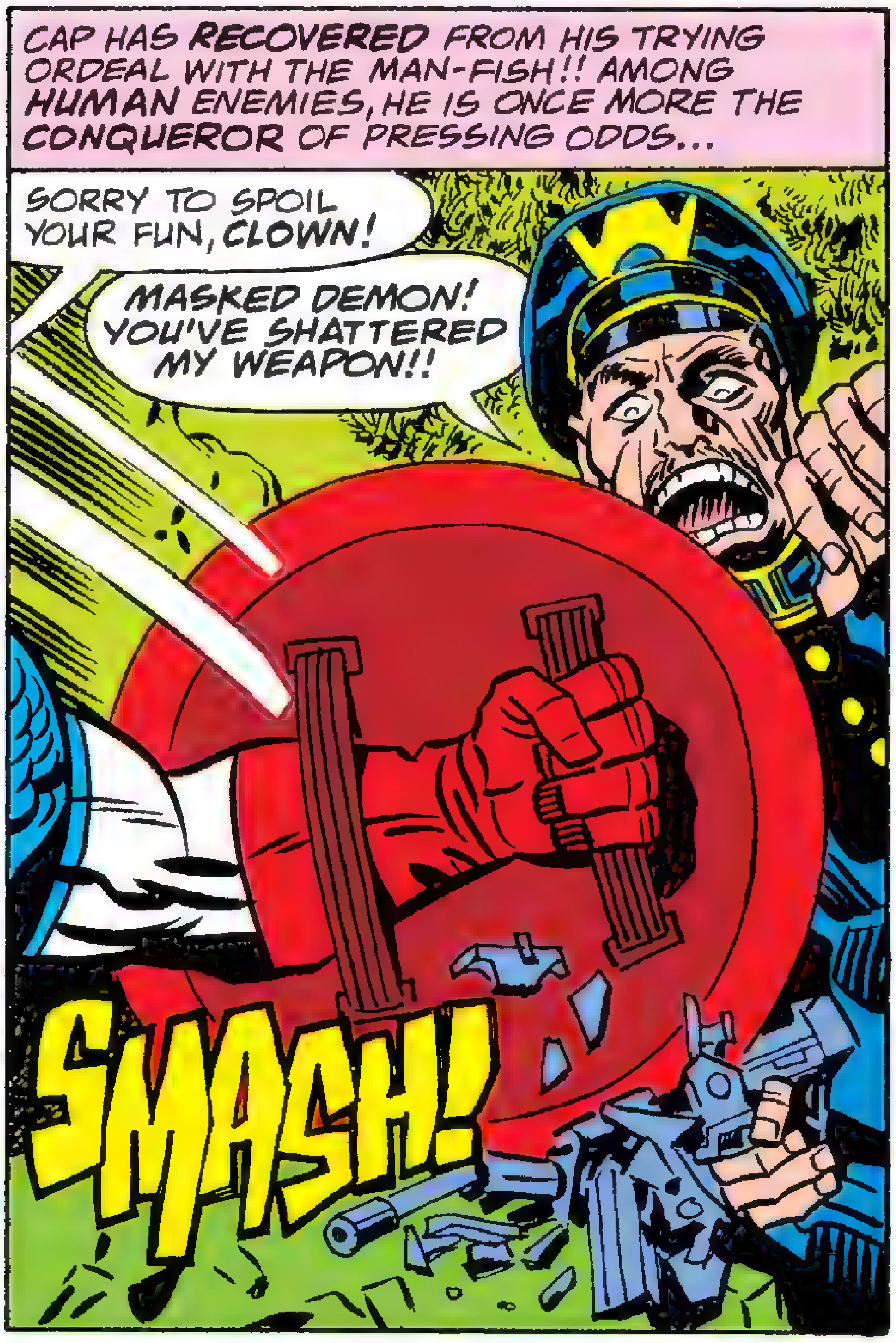

PUSH HARDER, BLAST IT!! I WANT CAPTAIN AMERICA TO SHOW UP! AND REAL SOON!! IS THAT CLEAR?
THIS VANISHING ACT IS THE PUZZLER OF THE CENTURY, CHIEF. WE'RE USING EVERY AVAILABLE MAN!
AND MANY WHO CAN'T BE SPARED!

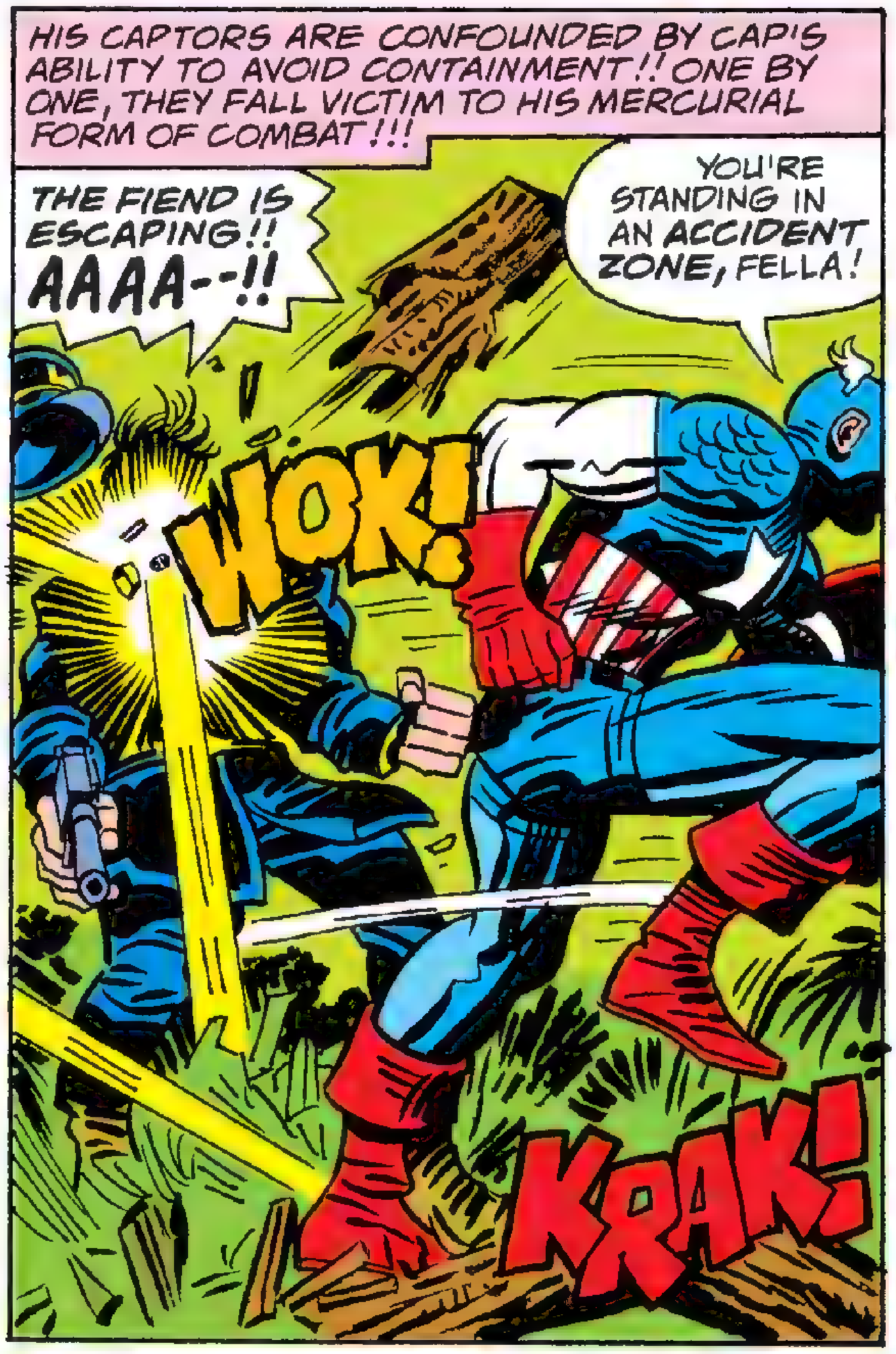

THAT BRINGS ME TO THE LATEST SUBJECT AT HAND!! I'VE HAD TO MAKE A NEW ENTRY IN THIS TOP SECRET FILE!! DO YOU KNOW WHY?
I DON'T HAVE TO GUESS. THE DISCOVERY WAS MADE BY AGENTS IN MY COMMAND.
Y-YOU MEAN THEY FOUND ANOTHER FREAK!!?
FILE
116

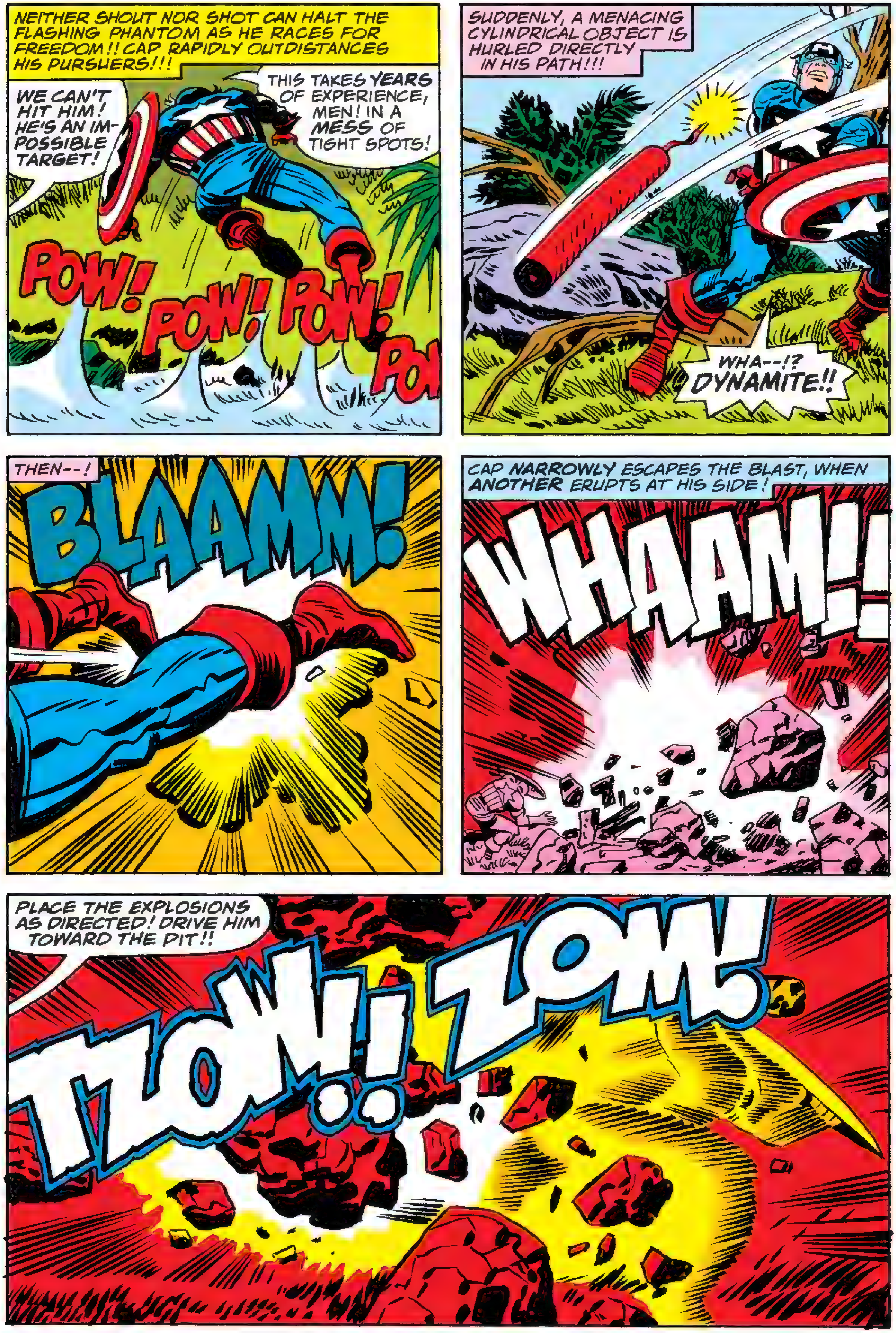

IT WAS A "DIGGER" THIS TIME!! A MAN-LIKE TERMITE, AS LARGE AS A HORSE!! "FILE 116" IS GROWING LARGER, GENTLEMEN!
W-WE KNOW, CHIEF.
KNOWING ISN'T ACTING! WE NEED OLD HANDS LIKE CAP IN ON THIS THING! WE NEED THE FALCON TO STOP THIS SPREAD OF MONSTERS!
NOW WE CAN'T EVEN FIND HIM!!
AT THAT MOMENT...
THAT'S JUST FINE, SHIELD MAN! THAT LAST REMARK SURE MAKES MY DAY!!
LEILA! FOR HEAVEN'S SAKE, GIRL! YOU KNOW BETTER THAN TO BREAK IN LIKE THIS!!
AFTER ALL, THIS IS A SHIELD OFFICE. WE DISCUSS PROBLEMS HERE OF INTERNATIONAL IMPORTANCE. YOU'VE GOT TO USE DISCRETION AND--!
YOU ARE DISCUSSING MY PROBLEM, MISTER!! TWO MISSING SUPERHEROES!
WHAT'S MORE, I FIND YOU SHERLOCKS VERY POOR COMFORT.
LEILA, LISTEN--
WHERE ARE THEY!? WHERE IS CAP!? WHERE IS THE FALCON!?
I'M CERTAIN THAT THE FALCON'S OKAY. HE'S OUT WITH THE REST OF US--LOOKING FOR CAP!
YEAH! LOOKING AND PERHAPS FINDING THE SAME HOLE THAT SWALLOWED HIS BEST FRIEND!

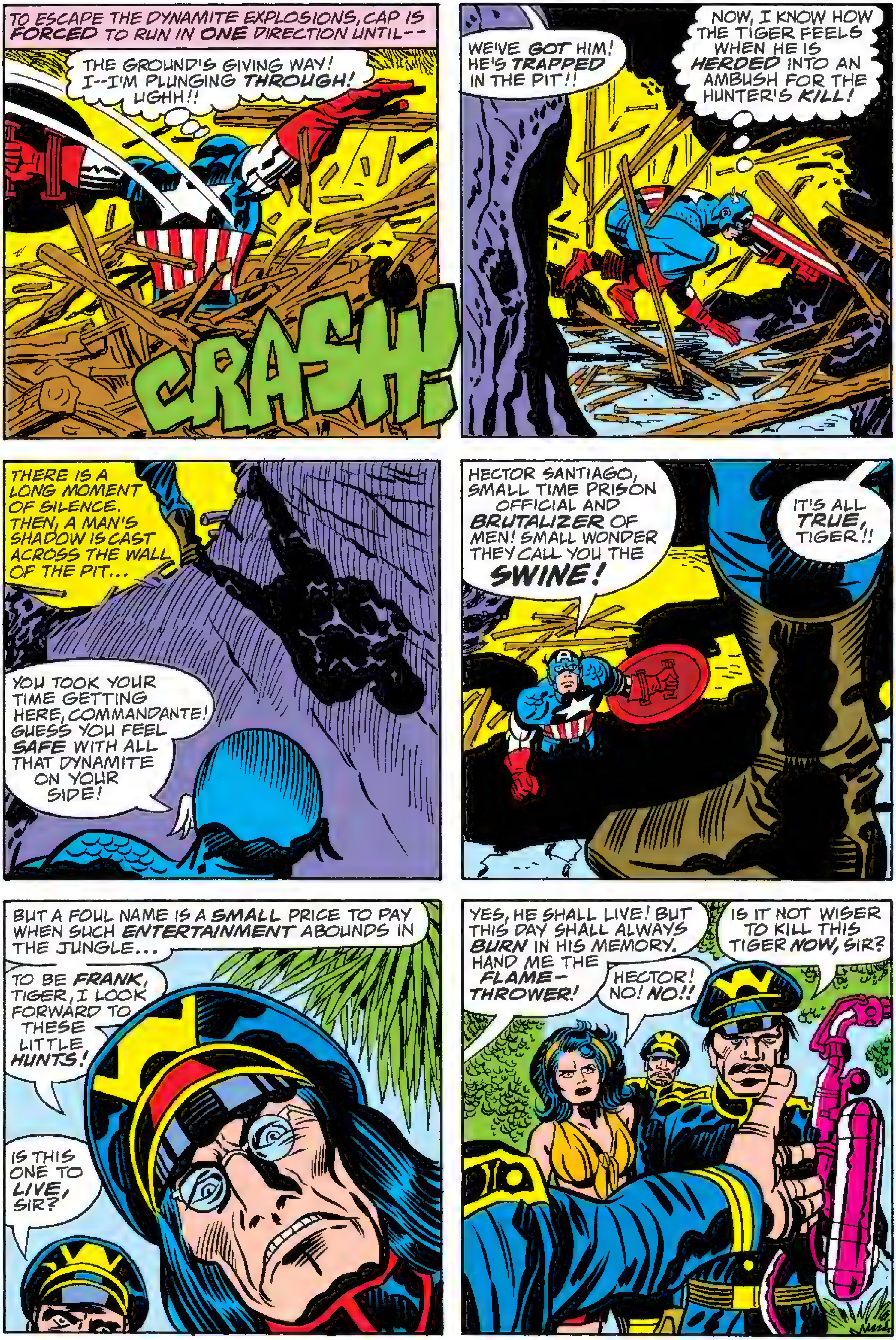

MY THOUGHTS HAVE BEEN A SERIES OF NIGHTMARES SINCE THIS THING BEGAN!! I SEE MONSTERS EVERYWHERE-- REACHING HUNGRILY FOR SAM -- AND CAP!!
HEAR THAT? DO YOU THINK SHE KNOWS--?
NO! THE GIRL IS MERELY STRUNG OUT!
MONSTERS-- FEARSOME VISIONS IN HEARTS FILLED WITH UNCERTAINTY AND DOUBT. SOMEWHERE, IN A VAST SKY ABOVE MASSED MOUNTAIN PEAKS, THE FALCON CONTINUES HIS SEARCH...
I REALIZE THAT I MAY BE A CONTINENT OFF MY MARK, BUT THE EFFORT TO FIND CAP MUST BE MADE!!
IF RELYING ON SHEER LUCK IS A FOOLISH GAMBLE, THEN, I'M A FOOL!!!
BUT WHAT WOULD CAP THINK IF I SAT WITH ARMS FOLDED-- WAITING AT SHIELD FOR NEWS TO TRICKLE IN?
THIS INLAND AREA SEEMS MORE PROMISING THAN THE SEA COAST. IT'S FAIRLY RUGGED AND ISOLATED. COULD BE A LIKELY SPOT TO--
W-WHAT'S THAT BELOW!?
THE FALCON MAKES A STEEP AND HAZARDOUS DIVE AMONG THE JUTTING ROCK FACES TO INVESTIGATE A UNIQUE FORMATION OF TIMBER...
IT LOOKS LIKE A GIANT NEST!! BUT A NEST FOR-- WHAT!?

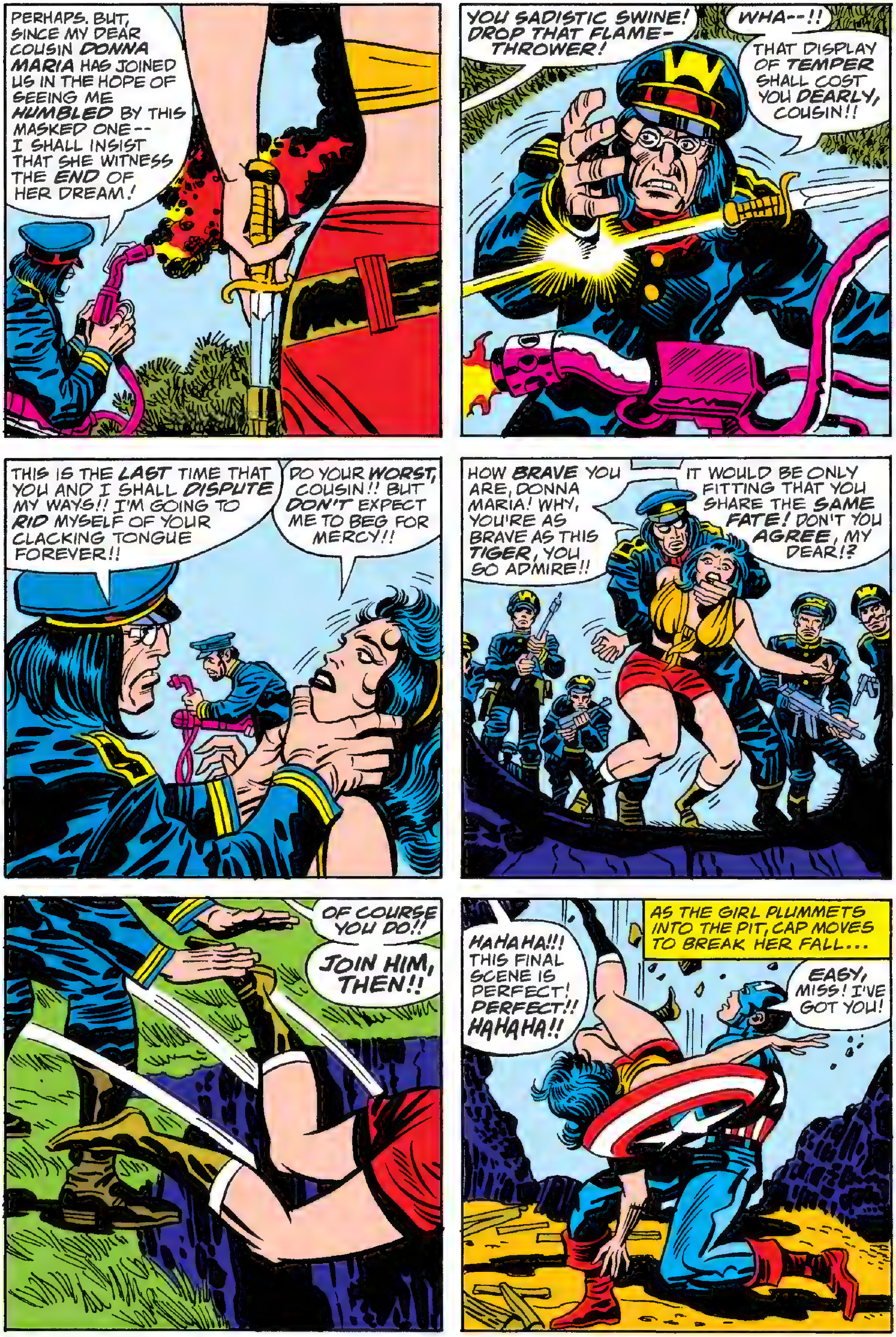

ALTHOUGH PARTED BY IMMENSE DISTANCES, THE FALCON AND CAP ARE ABOUT TO SHARE A SINGULARLY FRIGHTENING EXPERIENCE...
WHAM!!
I'VE HAD MY FILL OF YOUR SMALL TALK!!
UGH!
STOP HIM, YOU IDIOTS!
POK!

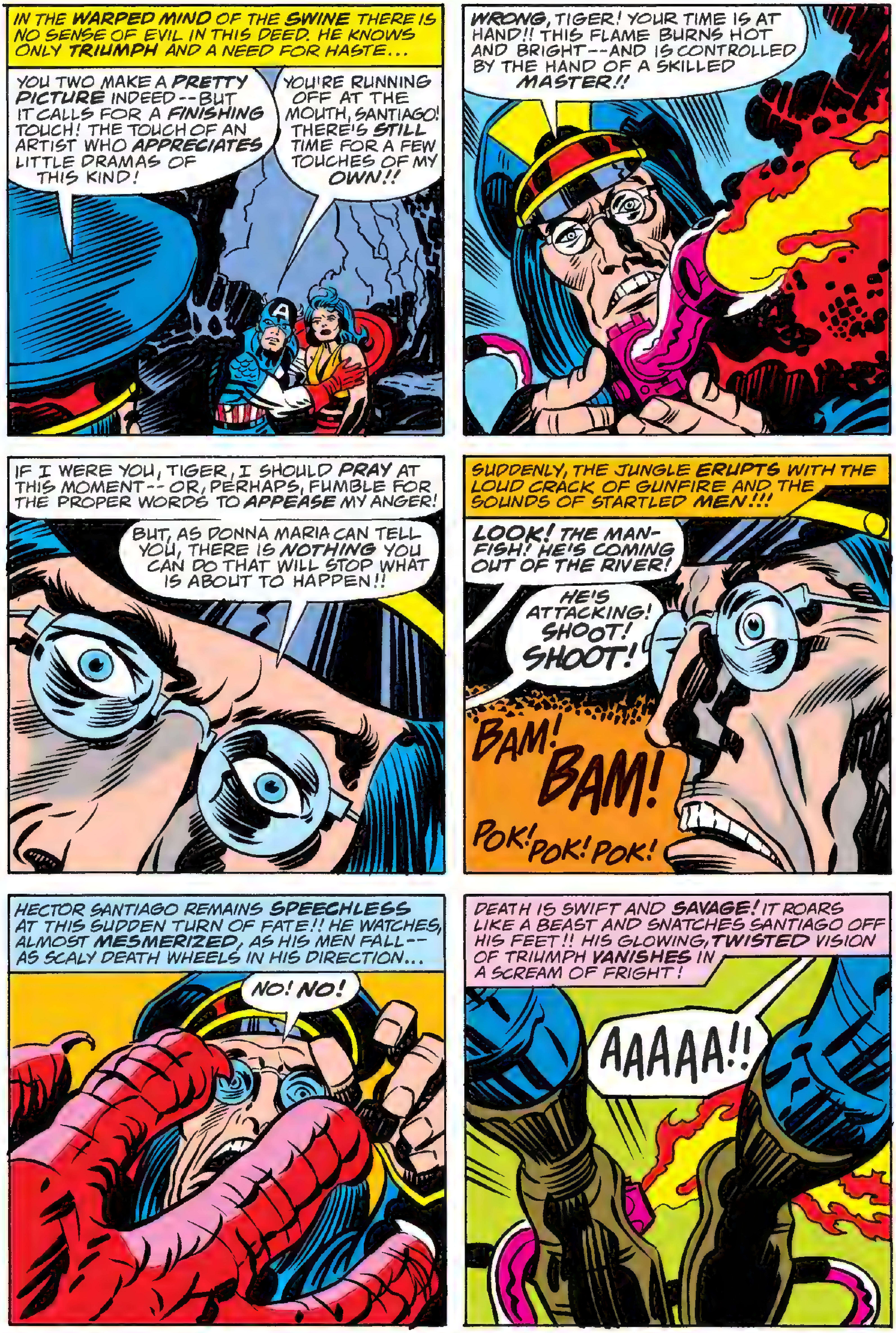

CAP HAS RECOVERED FROM HIS TRYING ORDEAL WITH THE MAN-FISH!! AMONG HUMAN ENEMIES, HE IS ONCE MORE THE CONQUEROR OF PRESSING ODDS...
SORRY TO SPOIL YOUR FUN, CLOWN!
MASKED DEMON! YOU'VE SHATTERED MY WEAPON!!
SMASH!

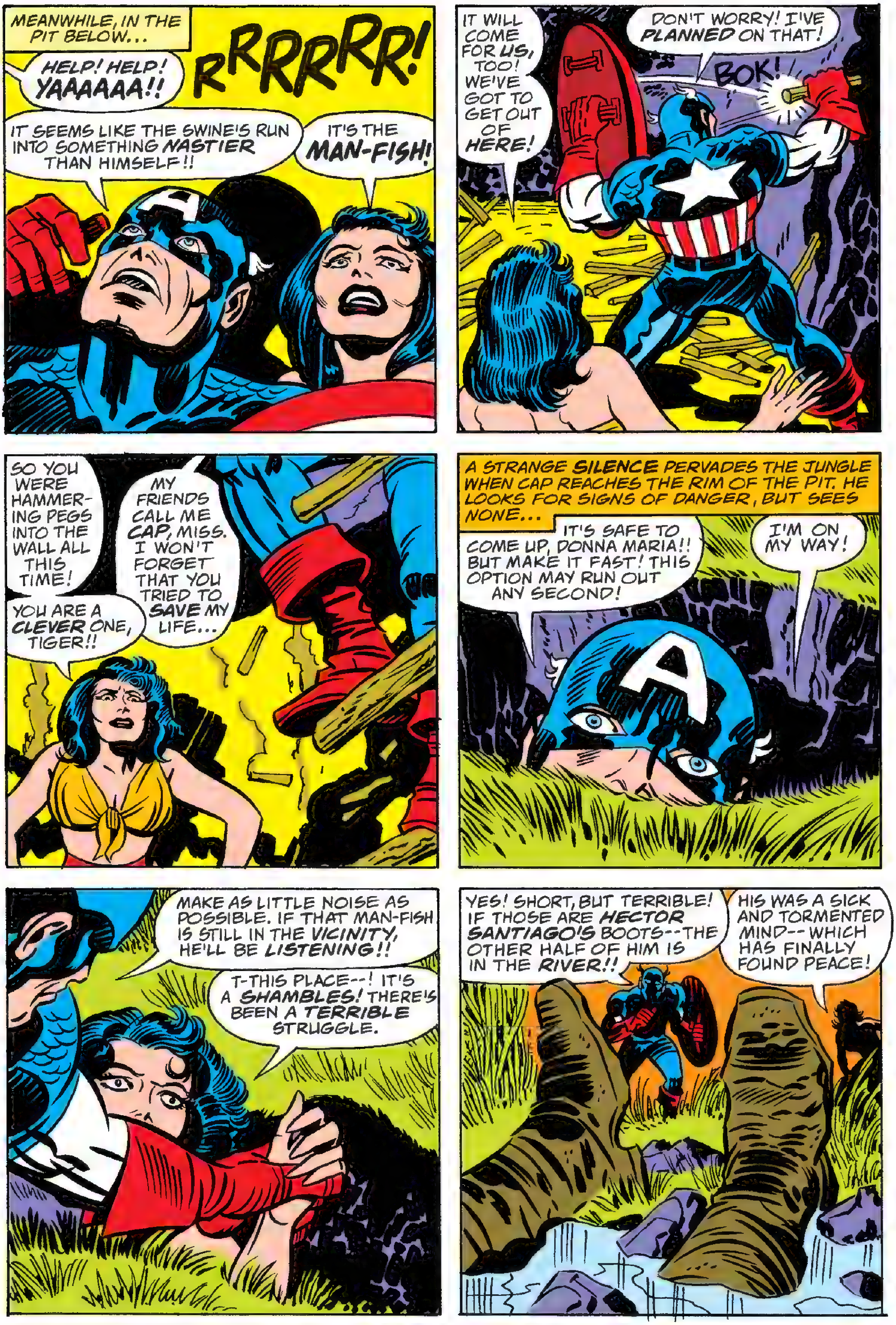

HIS CAPTORS ARE CONFOUNDED BY CAP'S ABILITY TO AVOID CONTAINMENT!! ONE BY ONE, THEY FALL VICTIM TO HIS MERCURIAL FORM OF COMBAT!!!
THE FIEND IS ESCAPING!! AAAA--!!
YOU'RE STANDING IN AN ACCIDENT ZONE, FELLA!
WOK!
KRAK!

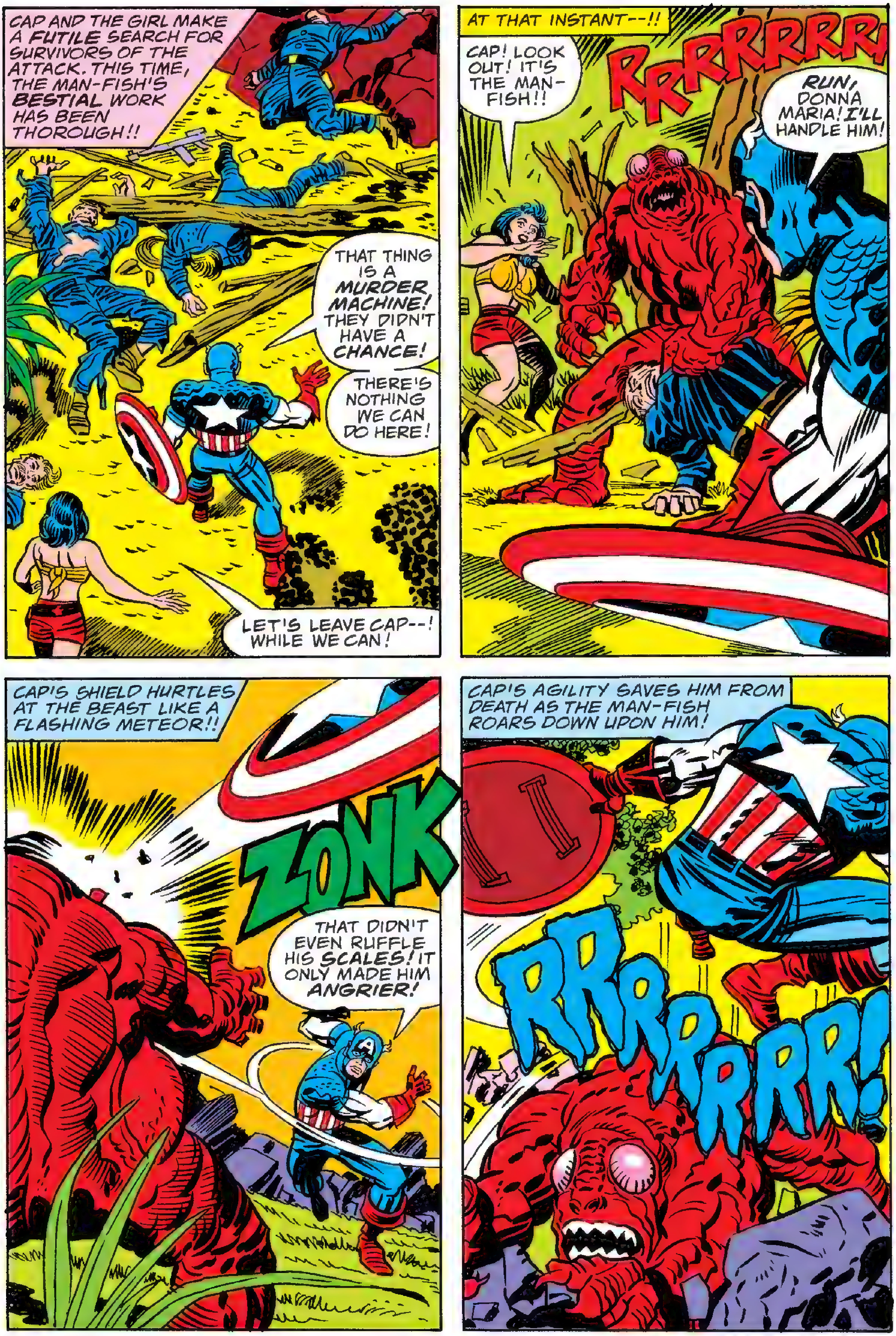

NEITHER SHOUT NOR SHOT CAN HALT THE FLASHING PHANTOM AS HE RACES FOR FREEDOM!! CAP RAPIDLY OUTDISTANCES HIS PURSUERS!!!
WE CAN'T HIT HIM! HE'S AN IMPOSSIBLE TARGET!
THIS TAKES YEARS OF EXPERIENCE, MEN! IN A MESS OF TIGHT SPOTS!
POW! POW! POW! PO
SUDDENLY, A MENACING CYLINDRICAL OBJECT IS HURLED DIRECTLY IN HIS PATH!!!
WHA--!? DYNAMITE!!
THEN--!
BLAAMM!
CAP NARROWLY ESCAPES THE BLAST, WHEN ANOTHER ERUPTS AT HIS SIDE!
WHAAM!!
PLACE THE EXPLOSIONS AS DIRECTED! DRIVE HIM TOWARD THE PIT!!
TZOM!! ZOM!

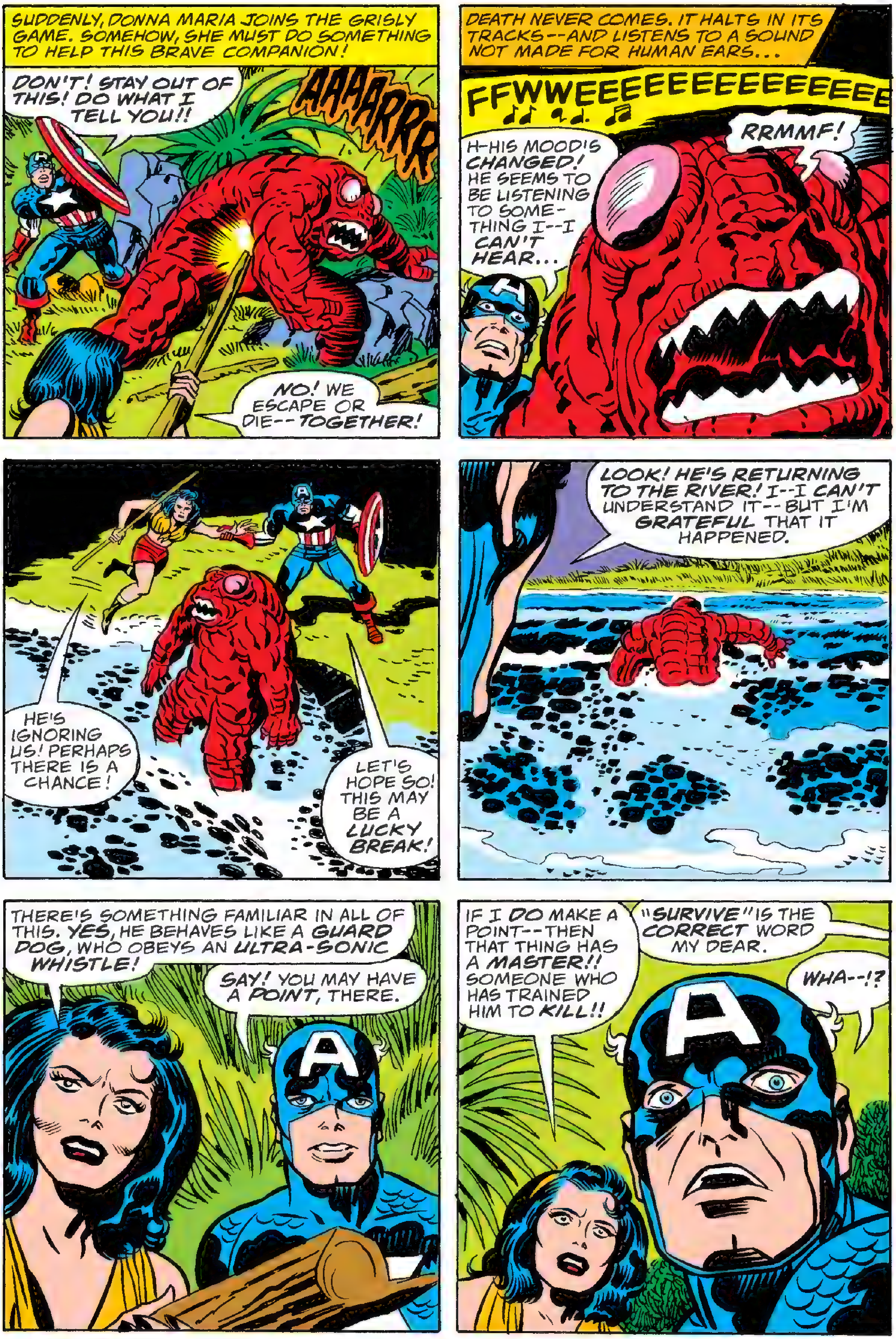

TO ESCAPE THE DYNAMITE EXPLOSIONS, CAP IS FORCED TO RUN IN ONE DIRECTION UNTIL--
THE GROUND'S GIVING WAY! I--I'M PLUNGING THROUGH! UGHH!!
CRASH!
WE'VE GOT HIM! HE'S TRAPPED IN THE PIT!!
NOW, I KNOW HOW THE TIGER FEELS WHEN HE IS HERDED INTO AN AMBUSH FOR THE HUNTER'S KILL!
THERE IS A LONG MOMENT OF SILENCE. THEN, A MAN'S SHADOW IS CAST ACROSS THE WALL OF THE PIT...
YOU TOOK YOUR TIME GETTING HERE, COMMANDANTE! GUESS YOU FEEL SAFE WITH ALL THAT DYNAMITE ON YOUR SIDE!
HECTOR SANTIAGO, SMALL TIME PRISON OFFICIAL AND BRUTALIZER OF MEN! SMALL WONDER THEY CALL YOU THE SWINE!
IT'S ALL TRUE, TIGER!!
BUT A FOUL NAME IS A SMALL PRICE TO PAY WHEN SUCH ENTERTAINMENT ABOUNDS IN THE JUNGLE...
TO BE FRANK, TIGER, I LOOK FORWARD TO THESE LITTLE HUNTS!
IS THIS ONE TO LIVE, SIR?
YES, HE SHALL LIVE! BUT THIS DAY SHALL ALWAYS BURN IN HIS MEMORY. HAND ME THE FLAME-THROWER!
HECTOR! NO! NO!!
IS IT NOT WISER TO KILL THIS TIGER NOW, SIR?

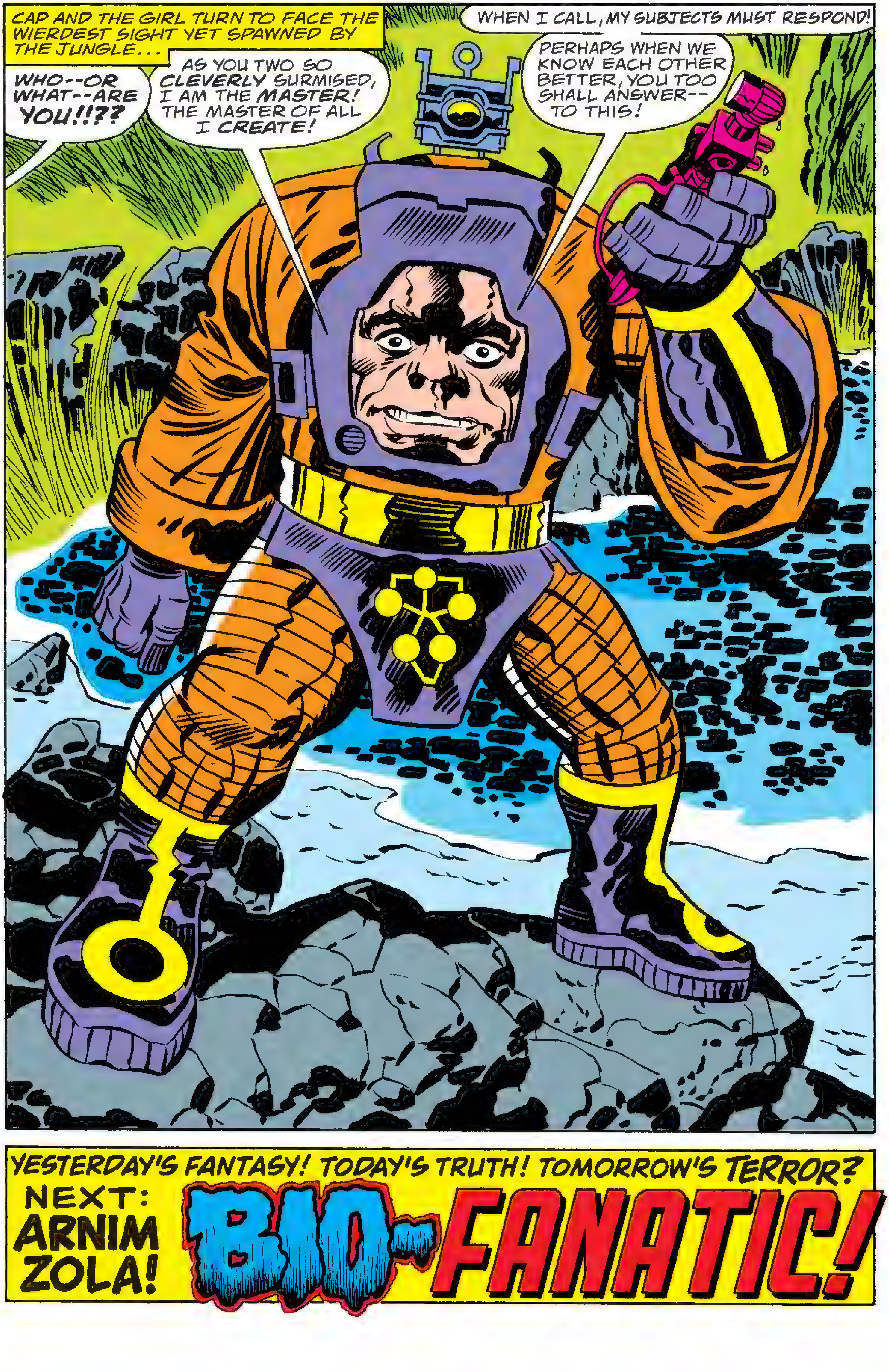

PERHAPS. BUT, SINCE MY DEAR COUSIN DONNA MARIA HAS JOINED US IN THE HOPE OF SEEING ME HUMBLED BY THIS MASKED ONE-- I SHALL INSIST THAT SHE WITNESS THE END OF HER DREAM!
YOU SADISTIC SWINE! DROP THAT FLAME-THROWER!
WHA--!!
THAT DISPLAY OF TEMPER SHALL COST YOU DEARLY, COUSIN!!
THIS IS THE LAST TIME THAT YOU AND I SHALL DISPUTE MY WAYS!! I'M GOING TO RID MYSELF OF YOUR CLACKING TONGUE FOREVER!!
DO YOUR WORST, COUSIN!! BUT DON'T EXPECT ME TO BEG FOR MERCY!!
HOW BRAVE YOU ARE, DONNA MARIA! WHY, YOU'RE AS BRAVE AS THIS TIGER, YOU SO ADMIRE!!
IT WOULD BE ONLY FITTING THAT YOU SHARE THE SAME FATE! DON'T YOU AGREE, MY DEAR!?
OF COURSE YOU DO!!
JOIN HIM, THEN!!
AS THE GIRL PLUMMETS INTO THE PIT, CAP MOVES TO BREAK HER FALL...
HAHAHA!!! THIS FINAL SCENE IS PERFECT! PERFECT!! HAHAHA!!
EASY, MISS! I'VE GOT YOU!


IN THE WARPED MIND OF THE SWINE THERE IS NO SENSE OF EVIL IN THIS DEED. HE KNOWS ONLY TRIUMPH AND A NEED FOR HASTE...
YOU TWO MAKE A PRETTY PICTURE INDEED--BUT IT CALLS FOR A FINISHING TOUCH! THE TOUCH OF AN ARTIST WHO APPRECIATES LITTLE DRAMAS OF THIS KIND!
YOU'RE RUNNING OFF AT THE MOUTH, SANTIAGO! THERE'S STILL TIME FOR A FEW TOUCHES OF MY OWN!!
WRONG, TIGER! YOUR TIME IS AT HAND!! THIS FLAME BURNS HOT AND BRIGHT--AND IS CONTROLLED BY THE HAND OF A SKILLED MASTER!!
IF I WERE YOU, TIGER, I SHOULD PRAY AT THIS MOMENT--OR, PERHAPS, FUMBLE FOR THE PROPER WORDS TO APPEASE MY ANGER!
BUT, AS DONNA MARIA CAN TELL YOU, THERE IS NOTHING YOU CAN DO THAT WILL STOP WHAT IS ABOUT TO HAPPEN!!
SUDDENLY, THE JUNGLE ERUPTS WITH THE LOUD CRACK OF GUNFIRE AND THE SOUNDS OF STARTLED MEN!!!
LOOK! THE MAN-FISH! HE'S COMING OUT OF THE RIVER!
HE'S ATTACKING! SHOOT! SHOOT!
BAM! BAM!
POK! POK! POK!
HECTOR SANTIAGO REMAINS SPEECHLESS AT THIS SUDDEN TURN OF FATE!! HE WATCHES, ALMOST MESMERIZED, AS HIS MEN FALL--AS SCALY DEATH WHEELS IN HIS DIRECTION...
NO! NO!
DEATH IS SWIFT AND SAVAGE! IT ROARS LIKE A BEAST AND SNATCHES SANTIAGO OFF HIS FEET!! HIS GLOWING, TWISTED VISION OF TRIUMPH VANISHES IN A SCREAM OF FRIGHT!
AAAAA!!


MEANWHILE, IN THE PIT BELOW...
HELP! HELP! YAAAAAA!!
RRRRRRR!
IT SEEMS LIKE THE SWINE'S RUN INTO SOMETHING NASTIER THAN HIMSELF!!
IT'S THE MAN-FISH!
IT WILL COME FOR US, TOO! WE'VE GOT TO GET OUT OF HERE!
DON'T WORRY! I'VE PLANNED ON THAT!
BOK!
SO YOU WERE HAMMERING PEGS INTO THE WALL ALL THIS TIME!
YOU ARE A CLEVER ONE, TIGER!!
MY FRIENDS CALL ME CAP, MISS. I WON'T FORGET THAT YOU TRIED TO SAVE MY LIFE...
A STRANGE SILENCE PERVADES THE JUNGLE WHEN CAP REACHES THE RIM OF THE PIT. HE LOOKS FOR SIGNS OF DANGER, BUT SEES NONE...
IT'S SAFE TO COME UP, DONNA MARIA!! BUT MAKE IT FAST! THIS OPTION MAY RUN OUT ANY SECOND!
I'M ON MY WAY!
MAKE AS LITTLE NOISE AS POSSIBLE. IF THAT MAN-FISH IS STILL IN THE VICINITY, HE'LL BE LISTENING!!
T-THIS PLACE--! IT'S A SHAMBLES! THERE'S BEEN A TERRIBLE STRUGGLE.
YES! SHORT, BUT TERRIBLE! IF THOSE ARE HECTOR SANTIAGO'S BOOTS--THE OTHER HALF OF HIM IS IN THE RIVER!!
HIS WAS A SICK AND TORMENTED MIND--WHICH HAS FINALLY FOUND PEACE!


CAP AND THE GIRL MAKE A FUTILE SEARCH FOR SURVIVORS OF THE ATTACK. THIS TIME, THE MAN-FISH'S BESTIAL WORK HAS BEEN THOROUGH!!
THAT THING IS A MURDER MACHINE! THEY DIDN'T HAVE A CHANCE!
THERE'S NOTHING WE CAN DO HERE!
LET'S LEAVE CAP--! WHILE WE CAN!
AT THAT INSTANT--!!
CAP! LOOK OUT! IT'S THE MAN-FISH!!
RRRRRRR
RUN, DONNA MARIA! I'LL HANDLE HIM!
CAP'S SHIELD HURTLES AT THE BEAST LIKE A FLASHING METEOR!!
ZONK
THAT DIDN'T EVEN RUFFLE HIS SCALES! IT ONLY MADE HIM ANGRIER!
CAP'S AGILITY SAVES HIM FROM DEATH AS THE MAN-FISH ROARS DOWN UPON HIM!
RRRRRRRRR!


SUDDENLY, DONNA MARIA JOINS THE GRISLY GAME. SOMEHOW, SHE MUST DO SOMETHING TO HELP THIS BRAVE COMPANION!
DON'T! STAY OUT OF THIS! DO WHAT I TELL YOU!!
AAAARRR
NO! WE ESCAPE OR DIE--TOGETHER!
DEATH NEVER COMES. IT HALTS IN ITS TRACKS--AND LISTENS TO A SOUND NOT MADE FOR HUMAN EARS...
FFWWEEEEEEEEEEEEEEE
RRMMF!
H-HIS MOOD'S CHANGED! HE SEEMS TO BE LISTENING TO SOME-THING I--I CAN'T HEAR...
HE'S IGNORING US! PERHAPS THERE IS A CHANCE!
LET'S HOPE SO! THIS MAY BE A LUCKY BREAK!
LOOK! HE'S RETURNING TO THE RIVER! I--I CAN'T UNDERSTAND IT--BUT I'M GRATEFUL THAT IT HAPPENED.
THERE'S SOMETHING FAMILIAR IN ALL OF THIS. YES, HE BEHAVES LIKE A GUARD DOG, WHO OBEYS AN ULTRA-SONIC WHISTLE!
SAY! YOU MAY HAVE A POINT, THERE.
IF I DO MAKE A POINT--THEN THAT THING HAS A MASTER!! SOMEONE WHO HAS TRAINED HIM TO KILL!!
"SURVIVE" IS THE CORRECT WORD MY DEAR.
WHA--!?


CAP AND THE GIRL TURN TO FACE THE WIERDEST SIGHT YET SPAWNED BY THE JUNGLE...
WHO--OR WHAT--ARE YOU!!??
AS YOU TWO SO CLEVERLY SURMISED, I AM THE MASTER! THE MASTER OF ALL I CREATE!
WHEN I CALL, MY SUBJECTS MUST RESPOND!
PERHAPS WHEN WE KNOW EACH OTHER BETTER, YOU TOO SHALL ANSWER-- TO THIS!
YESTERDAY'S FANTASY! TODAY'S TRUTH! TOMORROW'S TERROR?
NEXT: ARNIM ZOLA!
BIO-FANATIC!

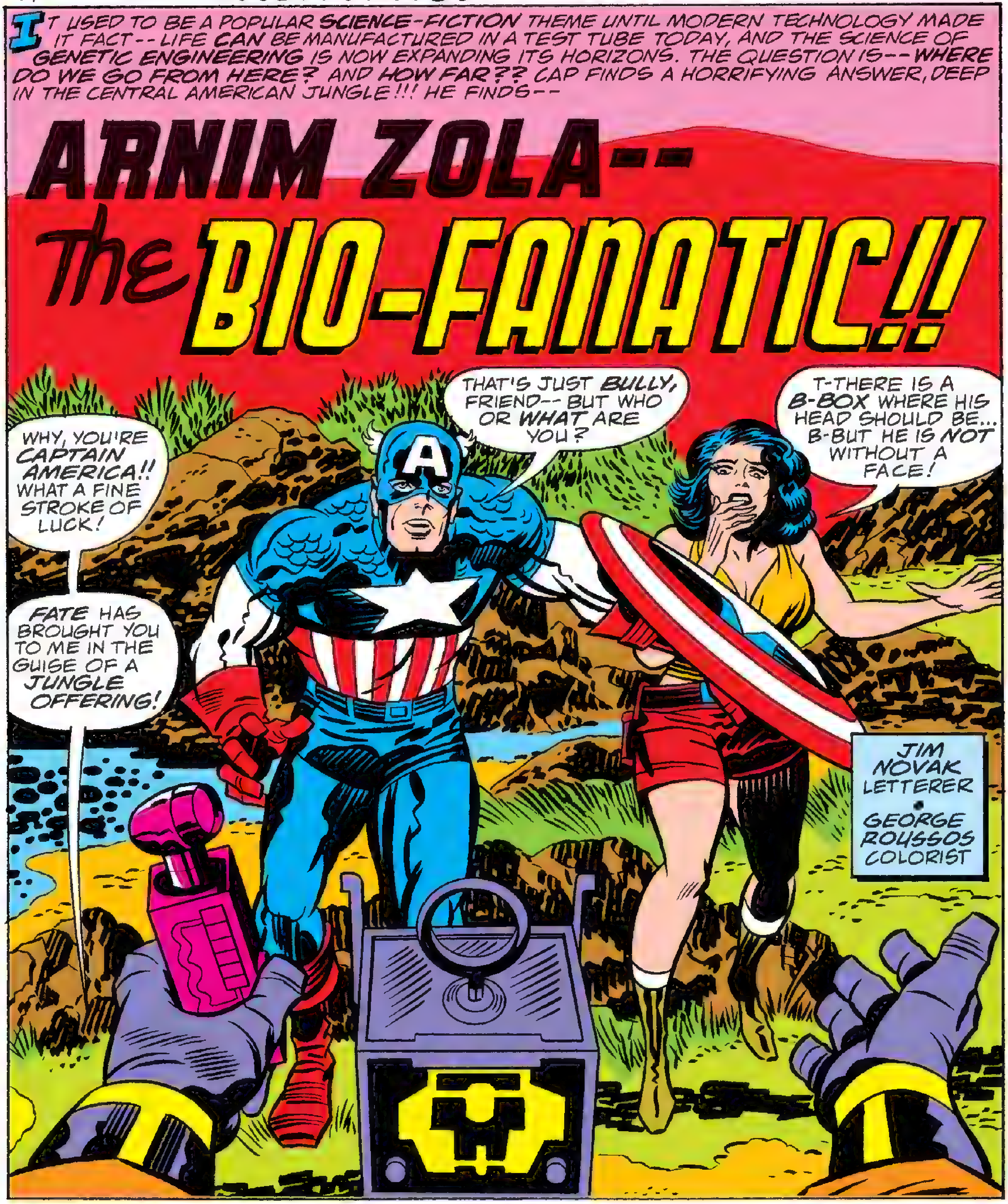
CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
CC
209
MAY
02453
CAPTAIN AMERICA™
AND
THE FALCON™
©1977 MARVEL COMICS GROUP
HE PRODUCED WHAT FRANKENSTEIN WOULD NOT DARE! MEET ARNIM ZOLA, THE BIO-FANATIC!
ATTACK, PRIMUS... ATTACK!

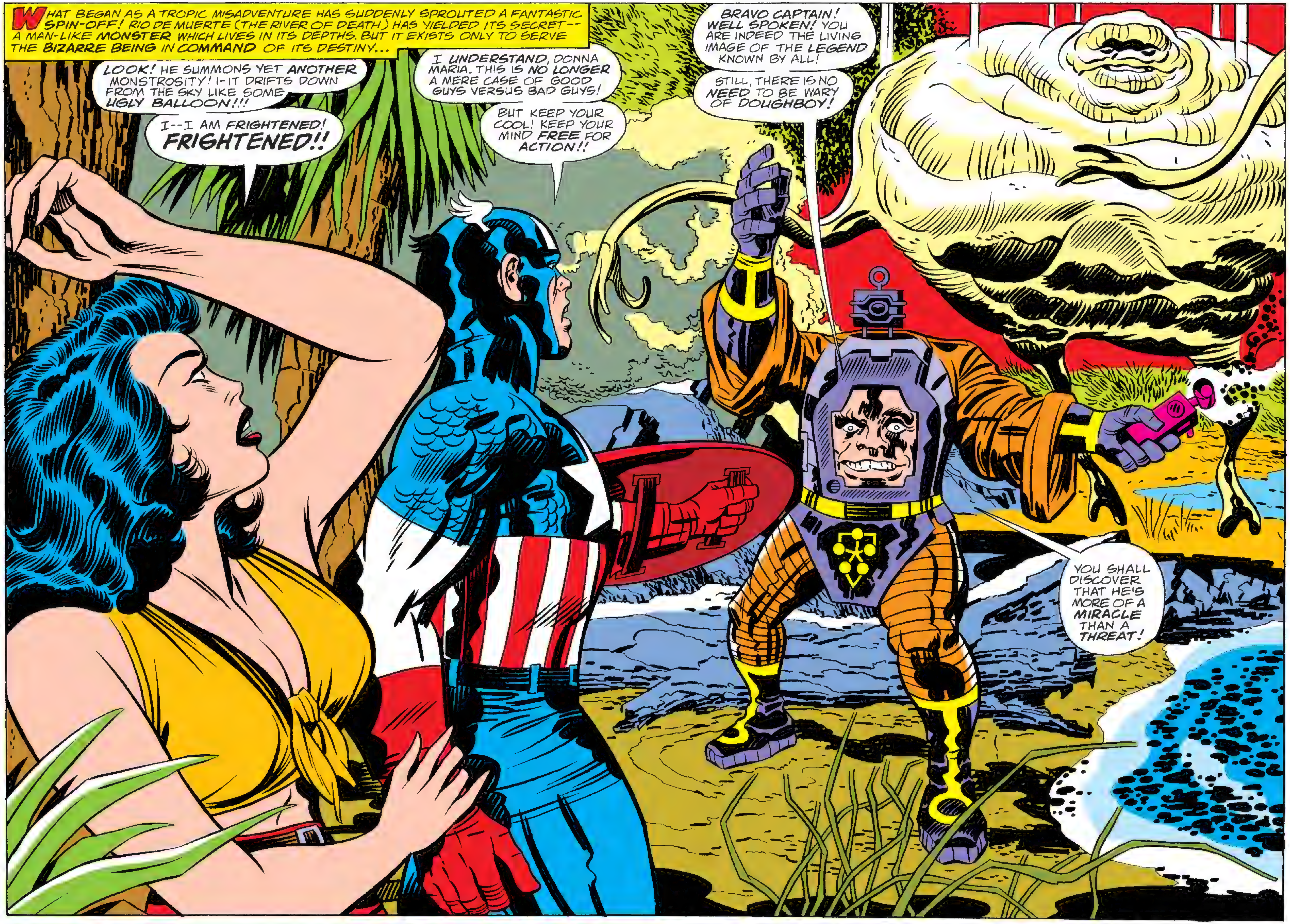
1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

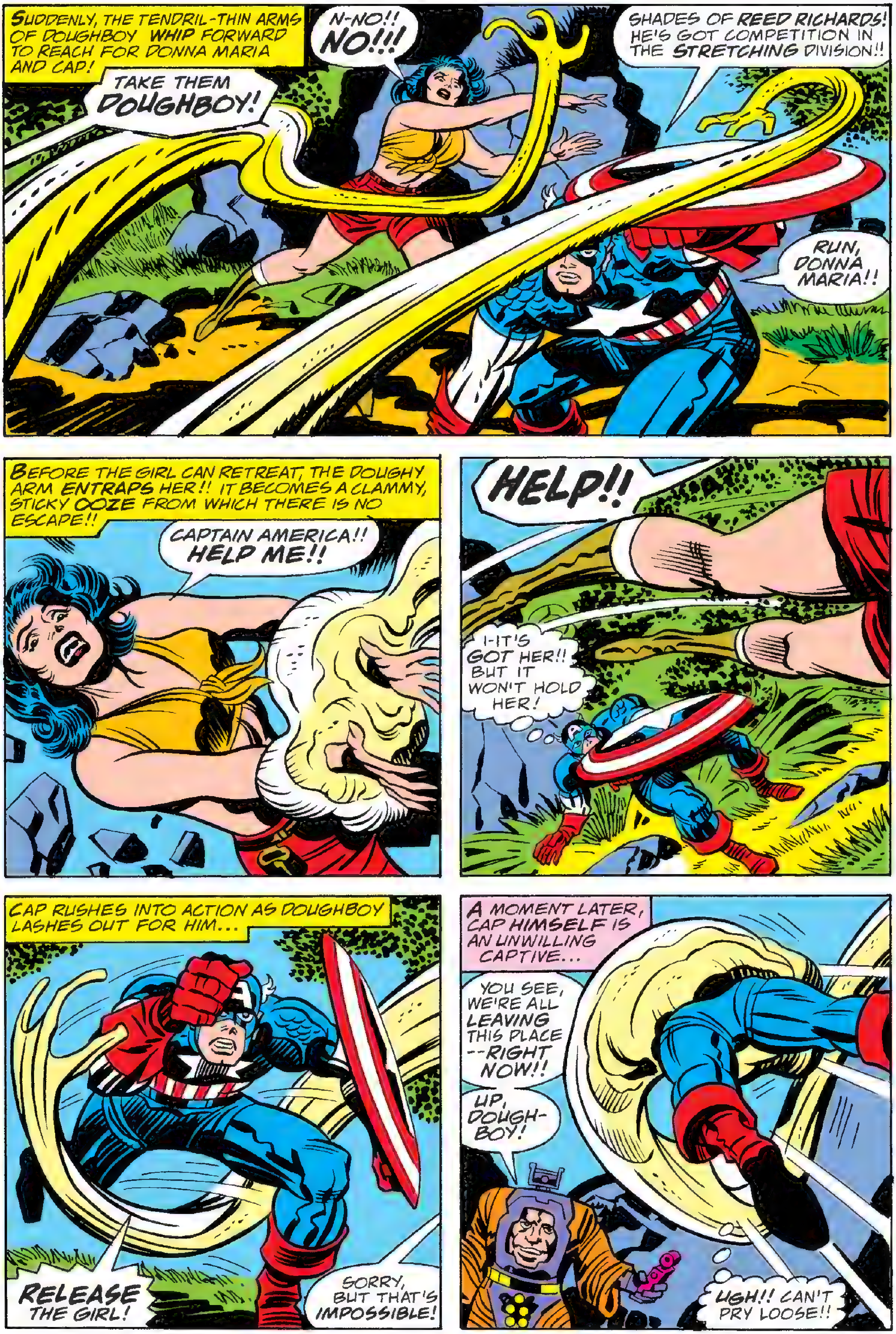
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

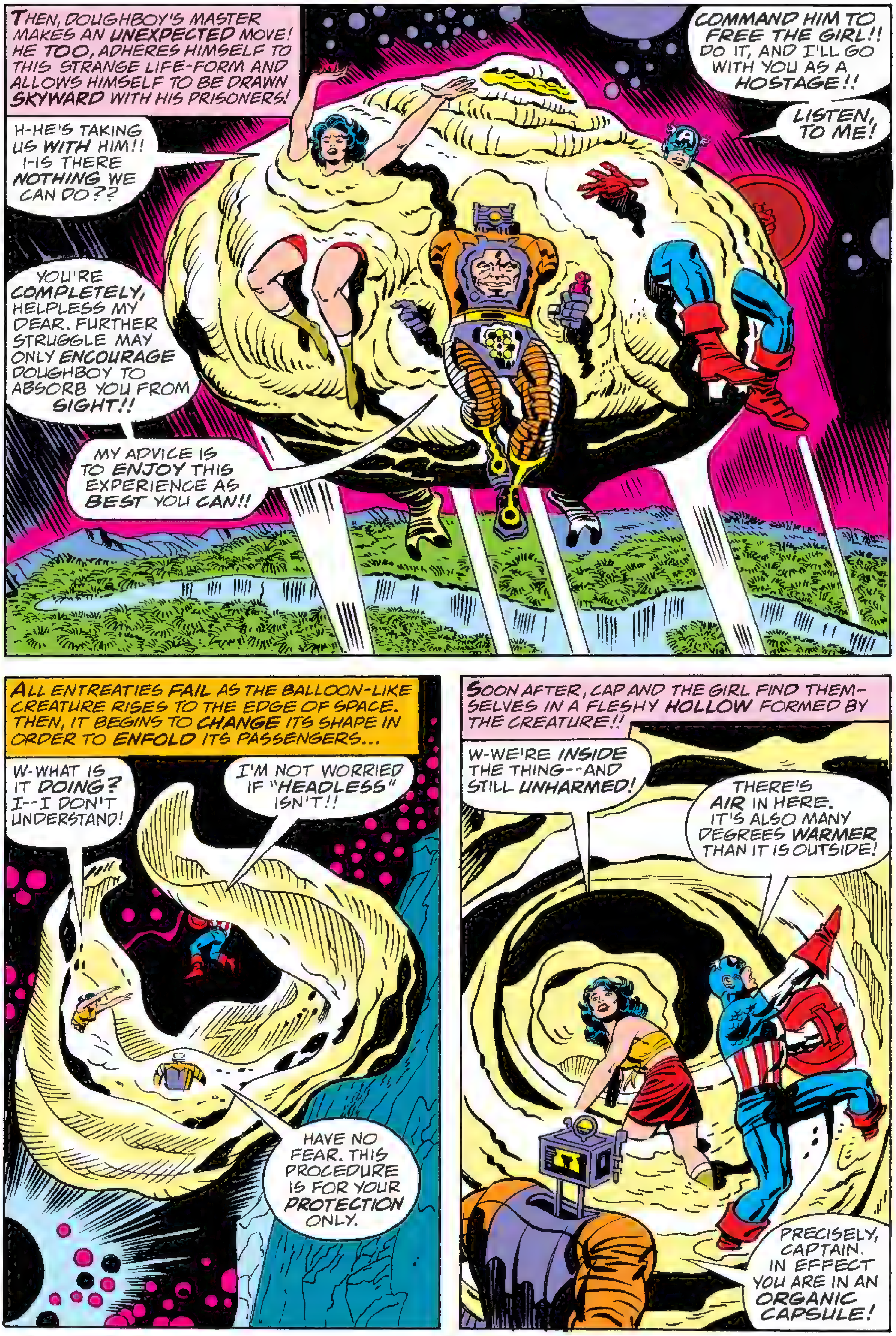
WRITTEN, EDITED & DRAWN BY **JACK KIRBY** • INKED BY **FRANK GIACOIA** • ADMIRED BY **ARCHIE GOODWIN**

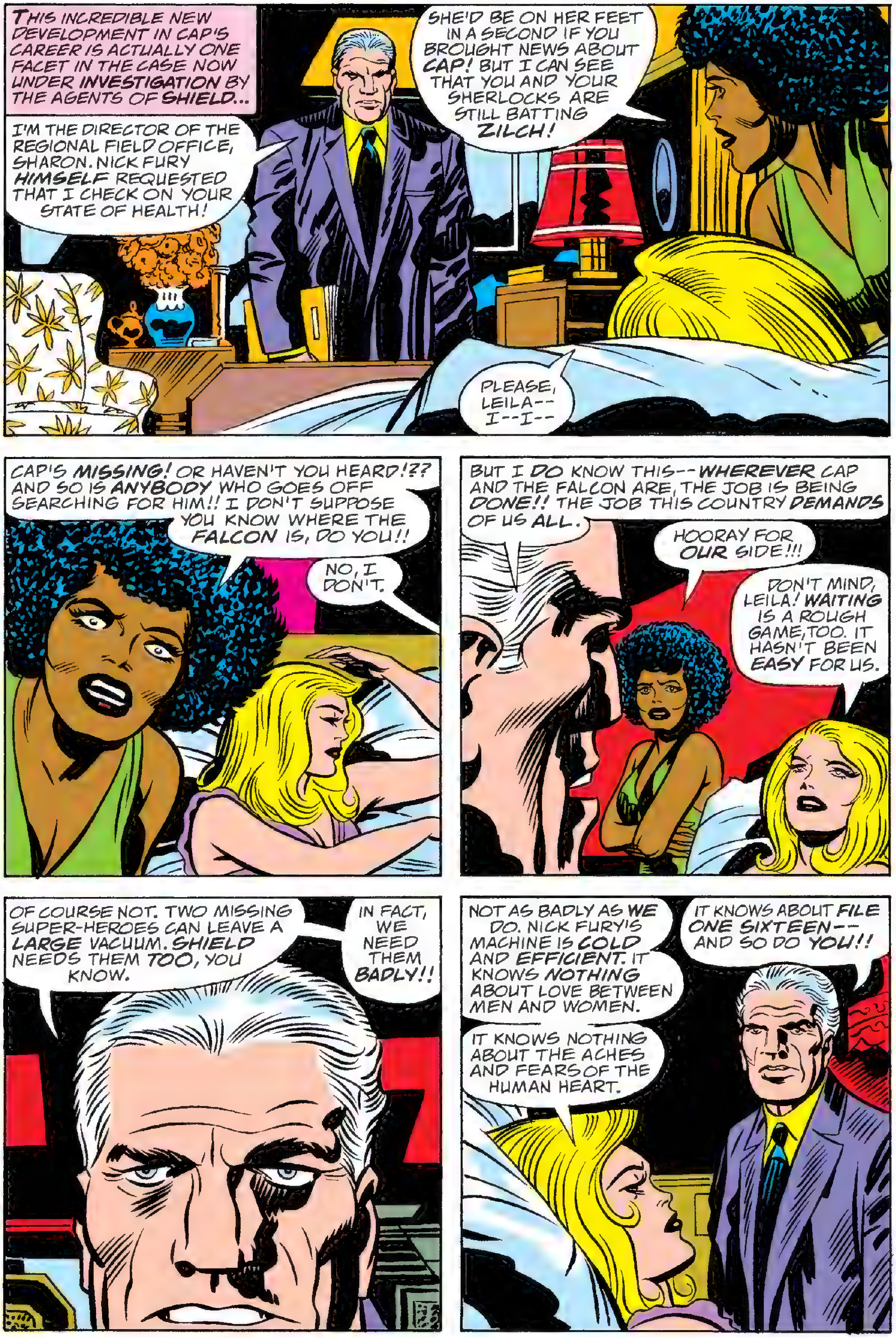
ARNIM ZOLA-- The BIO-FANATIC!!

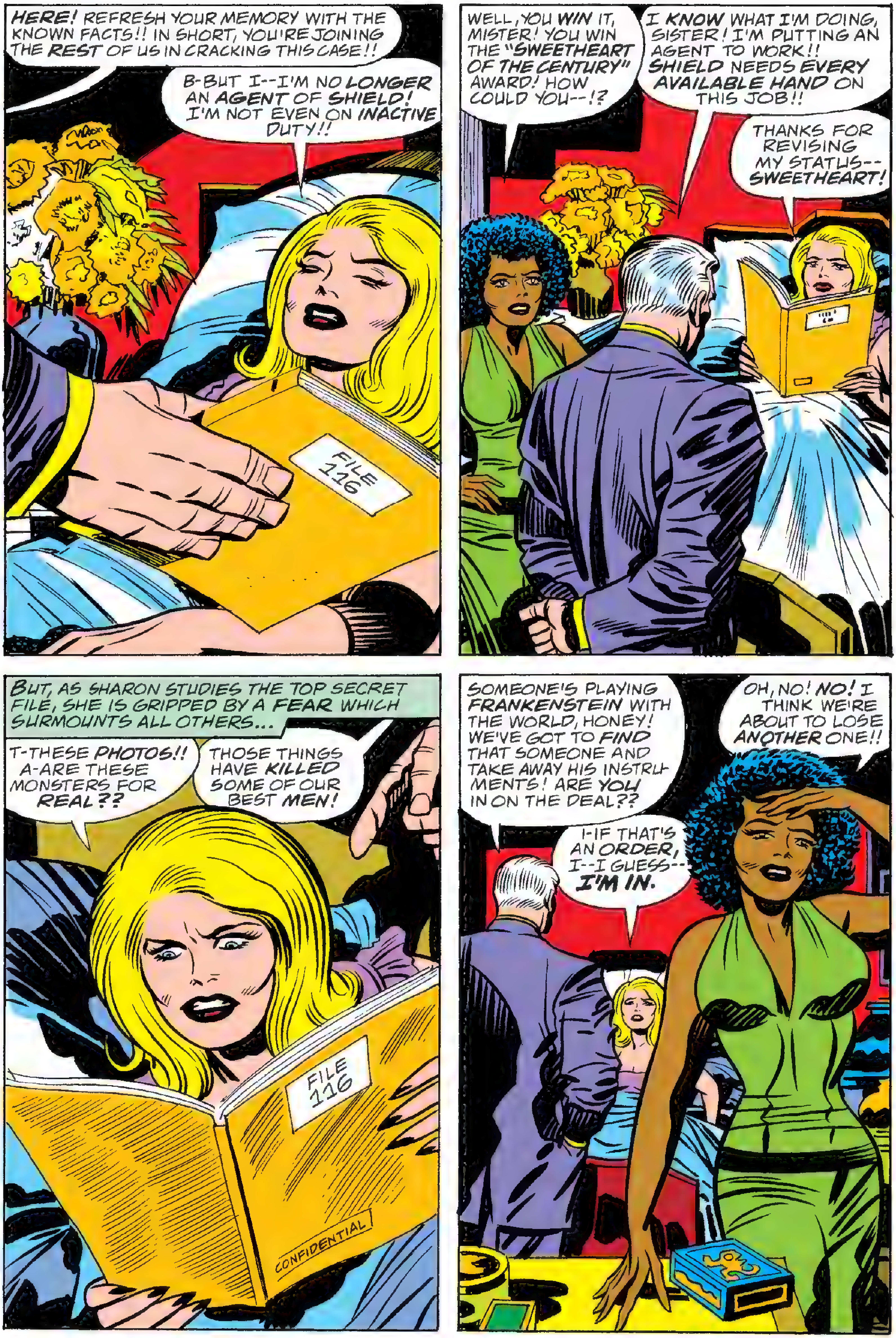

IT USED TO BE A POPULAR SCIENCE-FICTION THEME UNTIL MODERN TECHNOLOGY MADE IT FACT--LIFE CAN BE MANUFACTURED IN A TEST TUBE TODAY, AND THE SCIENCE OF GENETIC ENGINEERING IS NOW EXPANDING ITS HORIZONS. THE QUESTION IS--WHERE DO WE GO FROM HERE? AND HOW FAR?? CAP FINDS A HORRIFYING ANSWER, DEEP IN THE CENTRAL AMERICAN JUNGLE!!! HE FINDS--
WHY, YOU'RE CAPTAIN AMERICA!! WHAT A FINE STROKE OF LUCK!
FATE HAS BROUGHT YOU TO ME IN THE GUISE OF A JUNGLE OFFERING!
THAT'S JUST BULLY, FRIEND-- BUT WHO OR WHAT ARE YOU?
T-THERE IS A B-BOX WHERE HIS HEAD SHOULD BE... B-BUT HE IS NOT WITHOUT A FACE!
JIM NOVAK LETTERER • GEORGE ROUSSOS COLORIST

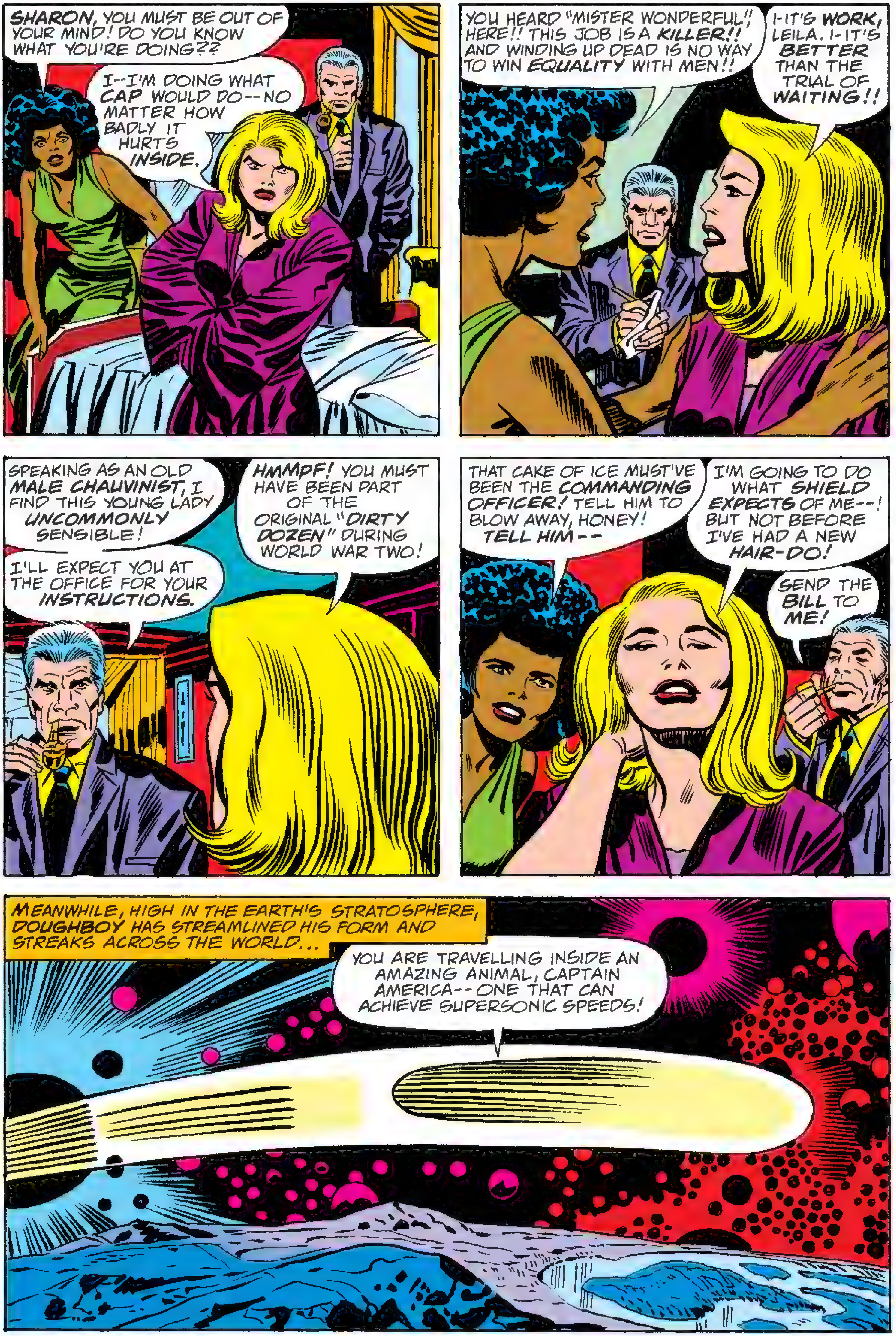

WHAT BEGAN AS A TROPIC MISADVENTURE HAS SUDDENLY SPROUTED A FANTASTIC **SPIN-OFF!** RIO DE MUERTE (THE RIVER OF DEATH) HAS YIELDED ITS SECRET-- A MAN-LIKE **MONSTER** WHICH LIVES IN ITS DEPTHS. BUT IT EXISTS ONLY TO SERVE THE **BIZARRE BEING** IN **COMMAND** OF ITS DESTINY...
LOOK! HE SUMMONS YET **ANOTHER** MONSTROSITY! I-IT DRIFTS DOWN FROM THE SKY LIKE SOME **UGLY BALLOON!!!**
I--I AM **FRIGHTENED! FRIGHTENED!!**
I **UNDERSTAND,** DONNA MARIA. THIS IS **NO LONGER** A MERE CASE OF GOOD GUYS VERSUS BAD GUYS!
BUT KEEP YOUR COOL! KEEP YOUR MIND **FREE** FOR **ACTION!!**
BRAVO CAPTAIN! WELL SPOKEN! YOU ARE INDEED THE LIVING IMAGE OF THE **LEGEND** KNOWN BY ALL!
STILL, THERE IS NO **NEED** TO BE WARY OF **DOUGHBOY!**
YOU SHALL DISCOVER THAT HE'S MORE OF A **MIRACLE** THAN A **THREAT!**

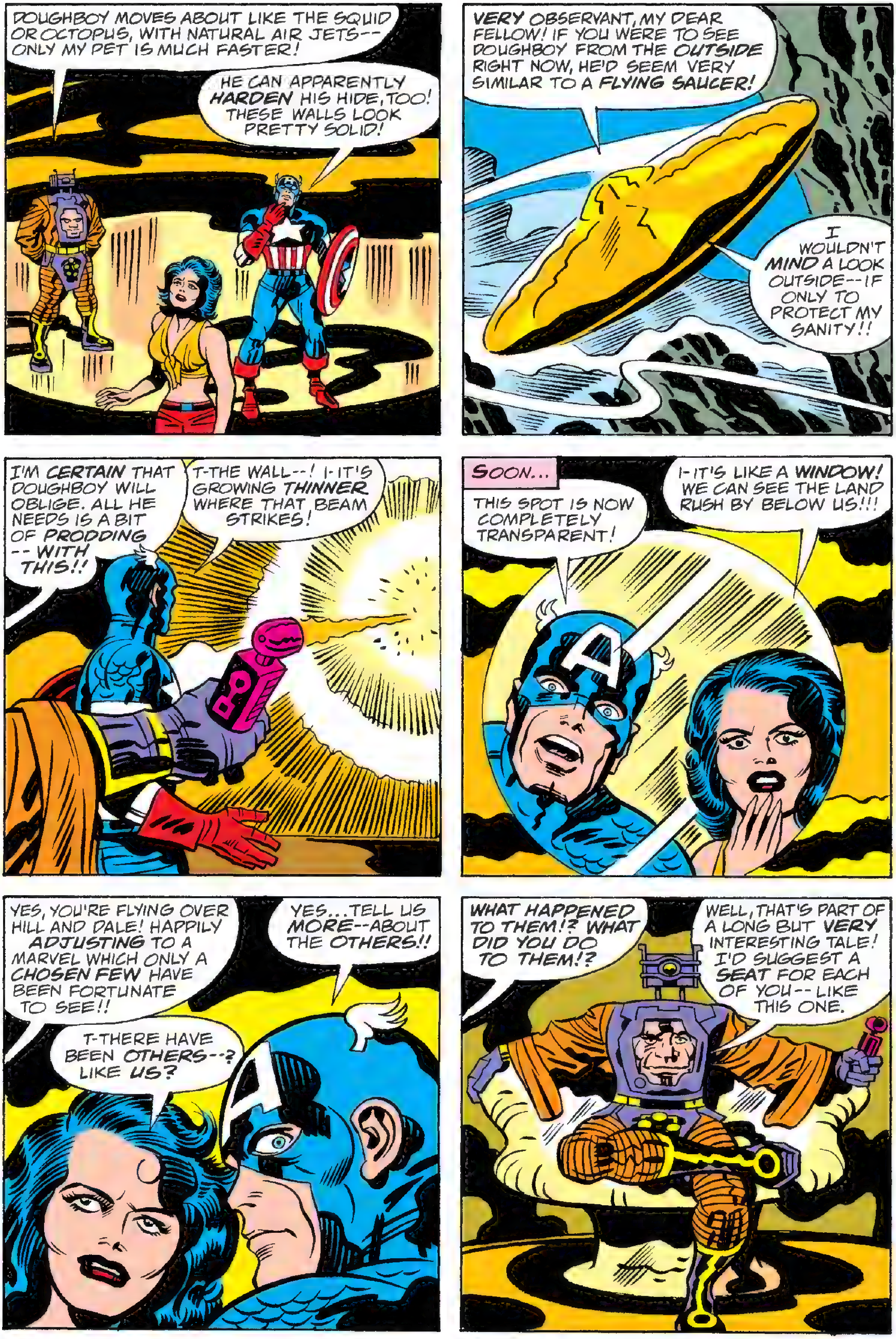

SUDDENLY, THE TENDRIL-THIN ARMS OF DOUGHBOY WHIP FORWARD TO REACH FOR DONNA MARIA AND CAP!
N-NO!! NO!!!
TAKE THEM DOUGHBOY!
SHADES OF REED RICHARDS! HE'S GOT COMPETITION IN THE STRETCHING DIVISION!!
RUN, DONNA MARIA!!
BEFORE THE GIRL CAN RETREAT, THE DOUGHY ARM ENTRAPS HER!! IT BECOMES A CLAMMY, STICKY OOZE FROM WHICH THERE IS NO ESCAPE!!
CAPTAIN AMERICA!! HELP ME!!
HELP!!
I-IT'S GOT HER!! BUT IT WON'T HOLD HER!
CAP RUSHES INTO ACTION AS DOUGHBOY LASHES OUT FOR HIM...
RELEASE THE GIRL!
SORRY, BUT THAT'S IMPOSSIBLE!
A MOMENT LATER, CAP HIMSELF IS AN UNWILLING CAPTIVE...
YOU SEE, WE'RE ALL LEAVING THIS PLACE --RIGHT NOW!!
UP, DOUGH-BOY!
UGH!! CAN'T PRY LOOSE!!

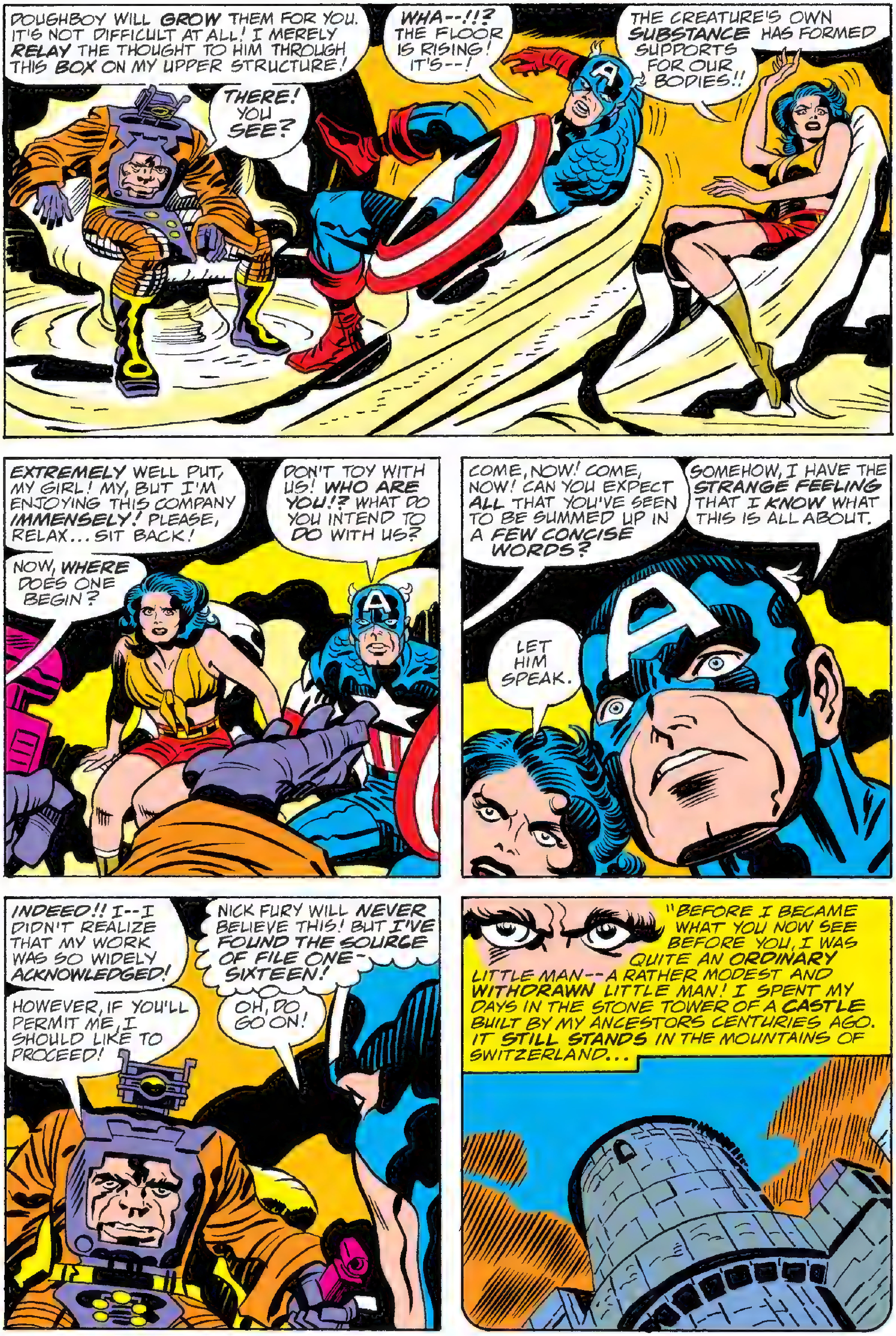

THEN, DOUGHBOY'S MASTER MAKES AN UNEXPECTED MOVE! HE TOO, ADHERES HIMSELF TO THIS STRANGE LIFE-FORM AND ALLOWS HIMSELF TO BE DRAWN SKYWARD WITH HIS PRISONERS!
H-HE'S TAKING US WITH HIM!! I-IS THERE NOTHING WE CAN DO??
COMMAND HIM TO FREE THE GIRL!! DO IT, AND I'LL GO WITH YOU AS A HOSTAGE!!
LISTEN, TO ME!
YOU'RE COMPLETELY, HELPLESS MY DEAR. FURTHER STRUGGLE MAY ONLY ENCOURAGE DOUGHBOY TO ABSORB YOU FROM SIGHT!!
MY ADVICE IS TO ENJOY THIS EXPERIENCE AS BEST YOU CAN!!
ALL ENTREATIES FAIL AS THE BALLOON-LIKE CREATURE RISES TO THE EDGE OF SPACE. THEN, IT BEGINS TO CHANGE ITS SHAPE IN ORDER TO ENFOLD ITS PASSENGERS...
W-WHAT IS IT DOING? I--I DON'T UNDERSTAND!
I'M NOT WORRIED IF "HEADLESS" ISN'T!!
HAVE NO FEAR. THIS PROCEDURE IS FOR YOUR PROTECTION ONLY.
SOON AFTER, CAP AND THE GIRL FIND THEMSELVES IN A FLESHY HOLLOW FORMED BY THE CREATURE!!
W-WE'RE INSIDE THE THING--AND STILL UNHARMED!
THERE'S AIR IN HERE. IT'S ALSO MANY DEGREES WARMER THAN IT IS OUTSIDE!
PRECISELY, CAPTAIN. IN EFFECT YOU ARE IN AN ORGANIC CAPSULE!

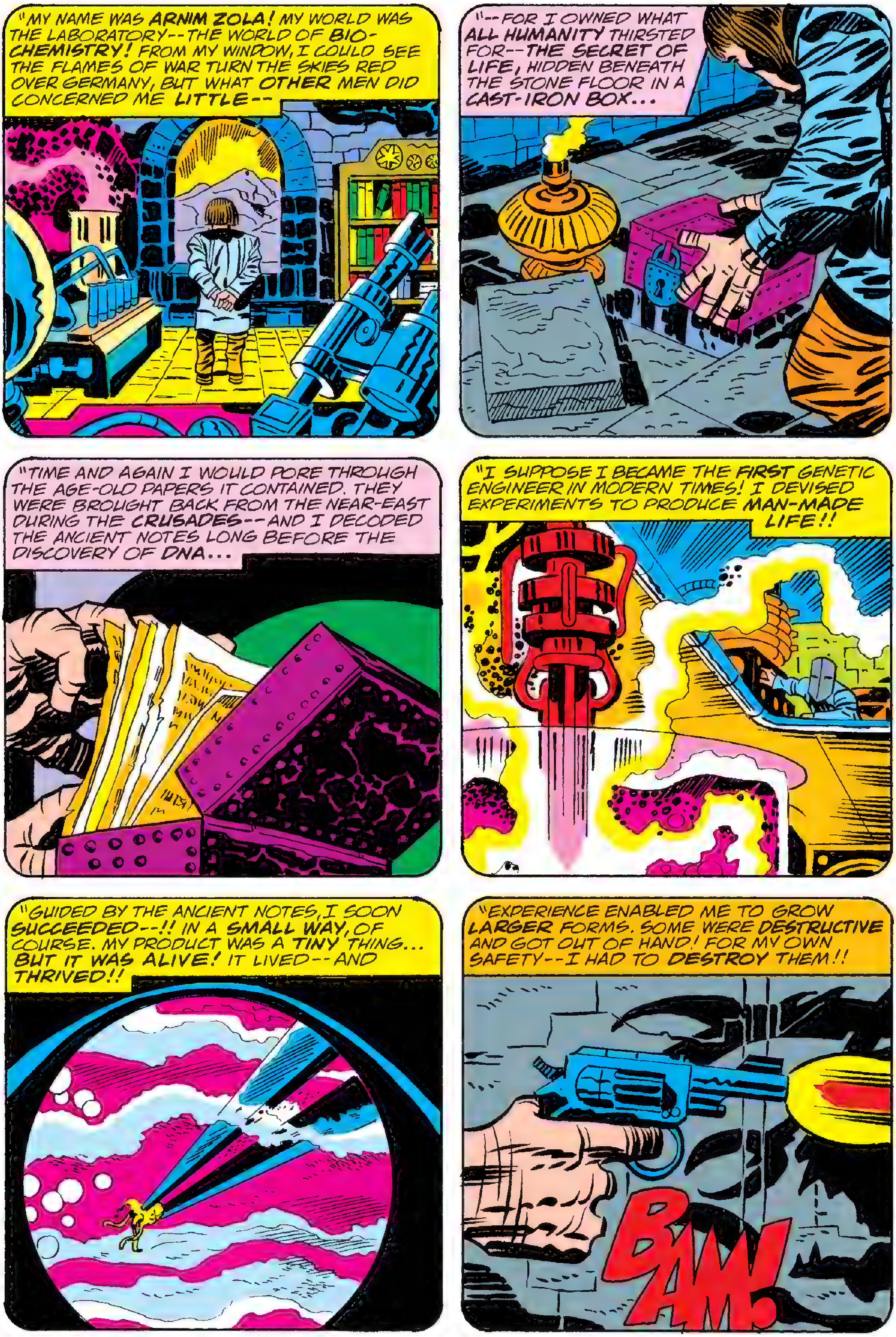

THIS INCREDIBLE NEW DEVELOPMENT IN CAP'S CAREER IS ACTUALLY ONE FACET IN THE CASE NOW UNDER **INVESTIGATION** BY THE AGENTS OF **SHIELD...**
I'M THE DIRECTOR OF THE REGIONAL FIELD OFFICE, SHARON. NICK FURY **HIMSELF** REQUESTED THAT I CHECK ON YOUR STATE OF HEALTH!
SHE'D BE ON HER FEET IN A SECOND IF YOU BROUGHT NEWS ABOUT **CAP!** BUT I CAN SEE THAT YOU AND YOUR SHERLOCKS ARE STILL BATTING **ZILCH!**
PLEASE, LEILA-- I--I--
CAP'S **MISSING!** OR HAVEN'T YOU HEARD!?? AND SO IS **ANYBODY** WHO GOES OFF SEARCHING FOR HIM!! I DON'T SUPPOSE YOU KNOW WHERE THE **FALCON** IS, DO YOU!!
NO, I DON'T.
BUT I **DO** KNOW THIS-- **WHEREVER** CAP AND THE FALCON ARE, THE JOB IS BEING **DONE!!** THE JOB THIS COUNTRY **DEMANDS** OF US **ALL.**
HOORAY FOR **OUR** SIDE!!!
DON'T MIND, LEILA! **WAITING** IS A ROUGH GAME, TOO. IT HASN'T BEEN **EASY** FOR US.
OF COURSE NOT. TWO MISSING SUPER-HEROES CAN LEAVE A **LARGE** VACUUM. **SHIELD** NEEDS THEM **TOO,** YOU KNOW.
IN FACT, WE NEED THEM **BADLY!!**
NOT AS BADLY AS **WE** DO. NICK FURY'S MACHINE IS **COLD** AND **EFFICIENT.** IT KNOWS **NOTHING** ABOUT LOVE BETWEEN MEN AND WOMEN.
IT KNOWS NOTHING ABOUT THE ACHES AND FEARS OF THE HUMAN HEART.
IT KNOWS ABOUT **FILE ONE SIXTEEN--** AND SO DO **YOU!!**

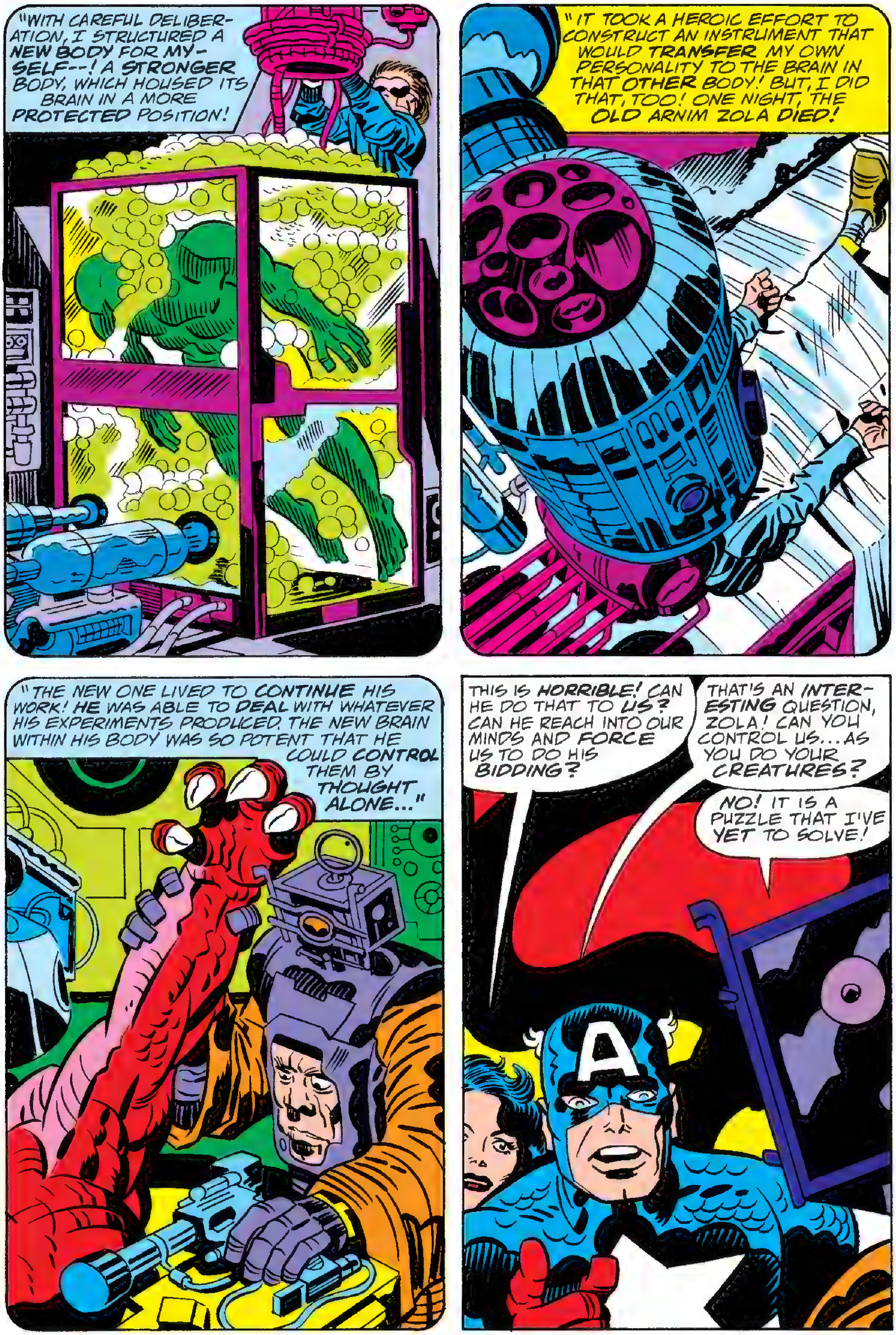

HERE! REFRESH YOUR MEMORY WITH THE KNOWN FACTS!! IN SHORT, YOU'RE JOINING THE REST OF US IN CRACKING THIS CASE!!
B-BUT I--I'M NO LONGER AN AGENT OF SHIELD! I'M NOT EVEN ON INACTIVE DUTY!!
FILE 116
WELL, YOU WIN IT, MISTER! YOU WIN THE "SWEETHEART OF THE CENTURY" AWARD! HOW COULD YOU--!?
I KNOW WHAT I'M DOING, SISTER! I'M PUTTING AN AGENT TO WORK!! SHIELD NEEDS EVERY AVAILABLE HAND ON THIS JOB!!
THANKS FOR REVISING MY STATUS-- SWEETHEART!
BUT, AS SHARON STUDIES THE TOP SECRET FILE, SHE IS GRIPPED BY A FEAR WHICH SURMOUNTS ALL OTHERS...
T-THESE PHOTOS!! A-ARE THESE MONSTERS FOR REAL??
THOSE THINGS HAVE KILLED SOME OF OUR BEST MEN!
FILE 116
CONFIDENTIAL
SOMEONE'S PLAYING FRANKENSTEIN WITH THE WORLD, HONEY! WE'VE GOT TO FIND THAT SOMEONE AND TAKE AWAY HIS INSTRUMENTS! ARE YOU IN ON THE DEAL??
I-IF THAT'S AN ORDER, I--I GUESS-- I'M IN.
OH, NO! NO! I THINK WE'RE ABOUT TO LOSE ANOTHER ONE!!

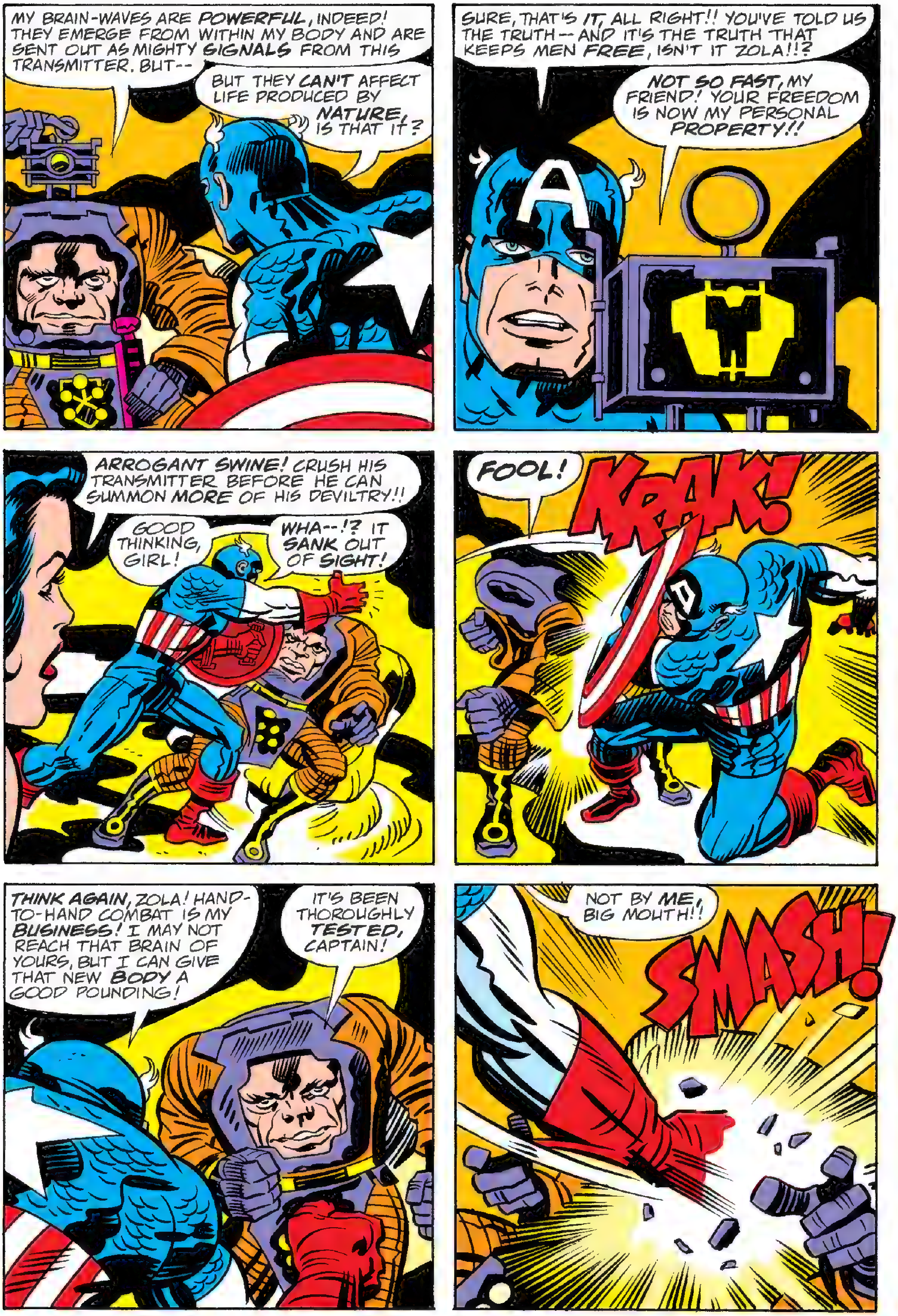

SHARON, YOU MUST BE OUT OF YOUR MIND! DO YOU KNOW WHAT YOU'RE DOING??
I--I'M DOING WHAT CAP WOULD DO--NO MATTER HOW BADLY IT HURTS INSIDE.
YOU HEARD "MISTER WONDERFUL"! HERE!! THIS JOB IS A KILLER!! AND WINDING UP DEAD IS NO WAY TO WIN EQUALITY WITH MEN!!
I-IT'S WORK, LEILA. I-IT'S BETTER THAN THE TRIAL OF WAITING!!
SPEAKING AS AN OLD MALE CHAUVINIST, I FIND THIS YOUNG LADY UNCOMMONLY SENSIBLE!
I'LL EXPECT YOU AT THE OFFICE FOR YOUR INSTRUCTIONS.
HMMPF! YOU MUST HAVE BEEN PART OF THE ORIGINAL "DIRTY DOZEN" DURING WORLD WAR TWO!
THAT CAKE OF ICE MUST'VE BEEN THE COMMANDING OFFICER! TELL HIM TO BLOW AWAY, HONEY! TELL HIM--
I'M GOING TO DO WHAT SHIELD EXPECTS OF ME--! BUT NOT BEFORE I'VE HAD A NEW HAIR-DO!
SEND THE BILL TO ME!
MEANWHILE, HIGH IN THE EARTH'S STRATOSPHERE, DOUGHBOY HAS STREAMLINED HIS FORM AND STREAKS ACROSS THE WORLD...
YOU ARE TRAVELLING INSIDE AN AMAZING ANIMAL, CAPTAIN AMERICA--ONE THAT CAN ACHIEVE SUPERSONIC SPEEDS!

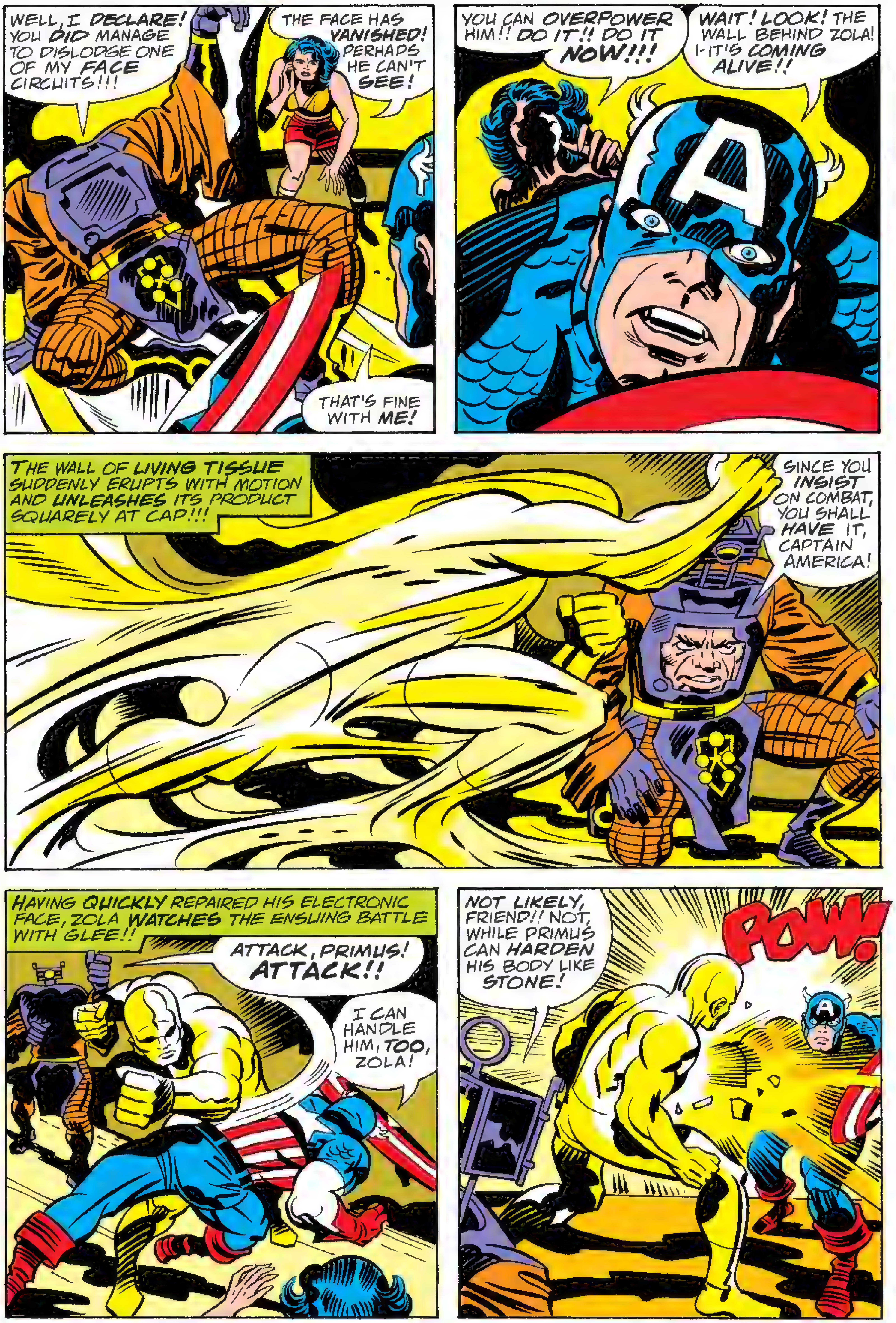

DOUGHBOY MOVES ABOUT LIKE THE SQUID OR OCTOPUS, WITH NATURAL AIR JETS-- ONLY MY PET IS MUCH FASTER!
HE CAN APPARENTLY HARDEN HIS HIDE, TOO! THESE WALLS LOOK PRETTY SOLID!
VERY OBSERVANT, MY DEAR FELLOW! IF YOU WERE TO SEE DOUGHBOY FROM THE OUTSIDE RIGHT NOW, HE'D SEEM VERY SIMILAR TO A FLYING SAUCER!
I WOULDN'T MIND A LOOK OUTSIDE--IF ONLY TO PROTECT MY SANITY!!
I'M CERTAIN THAT DOUGHBOY WILL OBLIGE. ALL HE NEEDS IS A BIT OF PRODDING -- WITH THIS!!
T-THE WALL--! I-IT'S GROWING THINNER WHERE THAT BEAM STRIKES!
SOON...
THIS SPOT IS NOW COMPLETELY TRANSPARENT!
I-IT'S LIKE A WINDOW! WE CAN SEE THE LAND RUSH BY BELOW US!!!
YES, YOU'RE FLYING OVER HILL AND DALE! HAPPILY ADJUSTING TO A MARVEL WHICH ONLY A CHOSEN FEW HAVE BEEN FORTUNATE TO SEE!!
YES...TELL US MORE--ABOUT THE OTHERS!!
T-THERE HAVE BEEN OTHERS--? LIKE US?
WHAT HAPPENED TO THEM!? WHAT DID YOU DO TO THEM!?
WELL, THAT'S PART OF A LONG BUT VERY INTERESTING TALE! I'D SUGGEST A SEAT FOR EACH OF YOU-- LIKE THIS ONE.

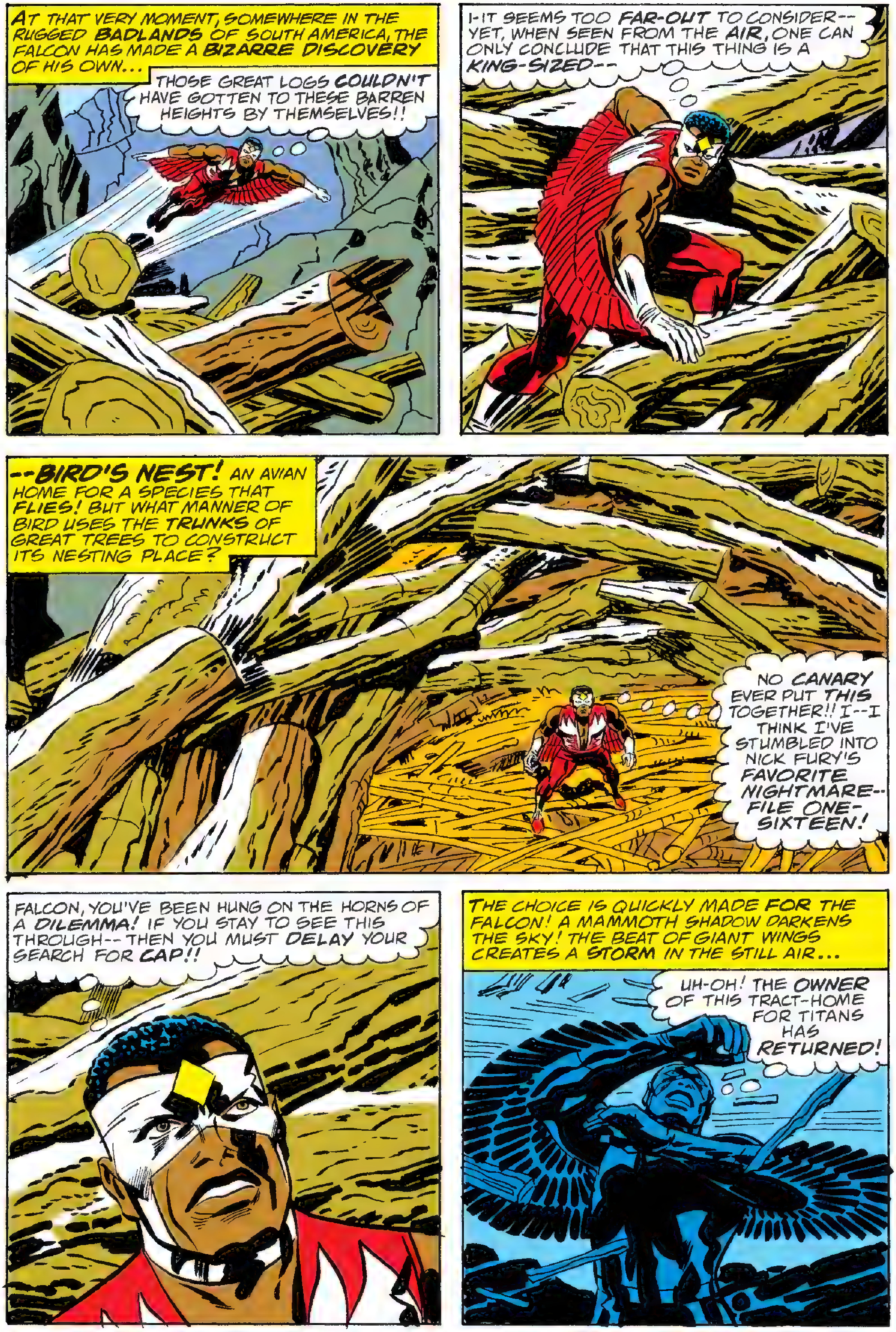

DOUGHBOY WILL **GROW** THEM FOR YOU. IT'S NOT DIFFICULT AT ALL! I MERELY **RELAY** THE THOUGHT TO HIM THROUGH THIS **BOX** ON MY UPPER STRUCTURE!
THERE! YOU **SEE?**
WHA--!!? THE FLOOR IS RISING! IT'S--!
THE CREATURE'S OWN **SUBSTANCE** HAS FORMED SUPPORTS FOR OUR BODIES!!
EXTREMELY WELL PUT, MY GIRL! MY, BUT I'M ENJOYING THIS COMPANY **IMMENSELY!** PLEASE, RELAX... SIT BACK!
NOW, **WHERE** DOES ONE BEGIN?
DON'T TOY WITH US! **WHO ARE YOU!?** WHAT DO YOU INTEND TO **DO** WITH US?
COME, NOW! COME, NOW! CAN YOU EXPECT **ALL** THAT YOU'VE SEEN TO BE SUMMED UP IN A **FEW CONCISE WORDS?**
SOMEHOW, I HAVE THE **STRANGE FEELING** THAT I **KNOW** WHAT THIS IS ALL ABOUT.
LET HIM SPEAK.
INDEED!! I--I DIDN'T REALIZE THAT MY WORK WAS SO WIDELY **ACKNOWLEDGED!**
HOWEVER, IF YOU'LL PERMIT ME, I SHOULD LIKE TO PROCEED!
NICK FURY WILL **NEVER** BELIEVE THIS! BUT **I'VE FOUND THE SOURCE OF FILE ONE-SIXTEEN!**
OH, DO GO ON!
"BEFORE I BECAME WHAT YOU NOW SEE BEFORE YOU, I WAS QUITE AN **ORDINARY** LITTLE MAN--A RATHER MODEST AND **WITHDRAWN** LITTLE MAN! I SPENT MY DAYS IN THE STONE TOWER OF A **CASTLE** BUILT BY MY ANCESTORS CENTURIES AGO. **IT STILL STANDS** IN THE MOUNTAINS OF SWITZERLAND...

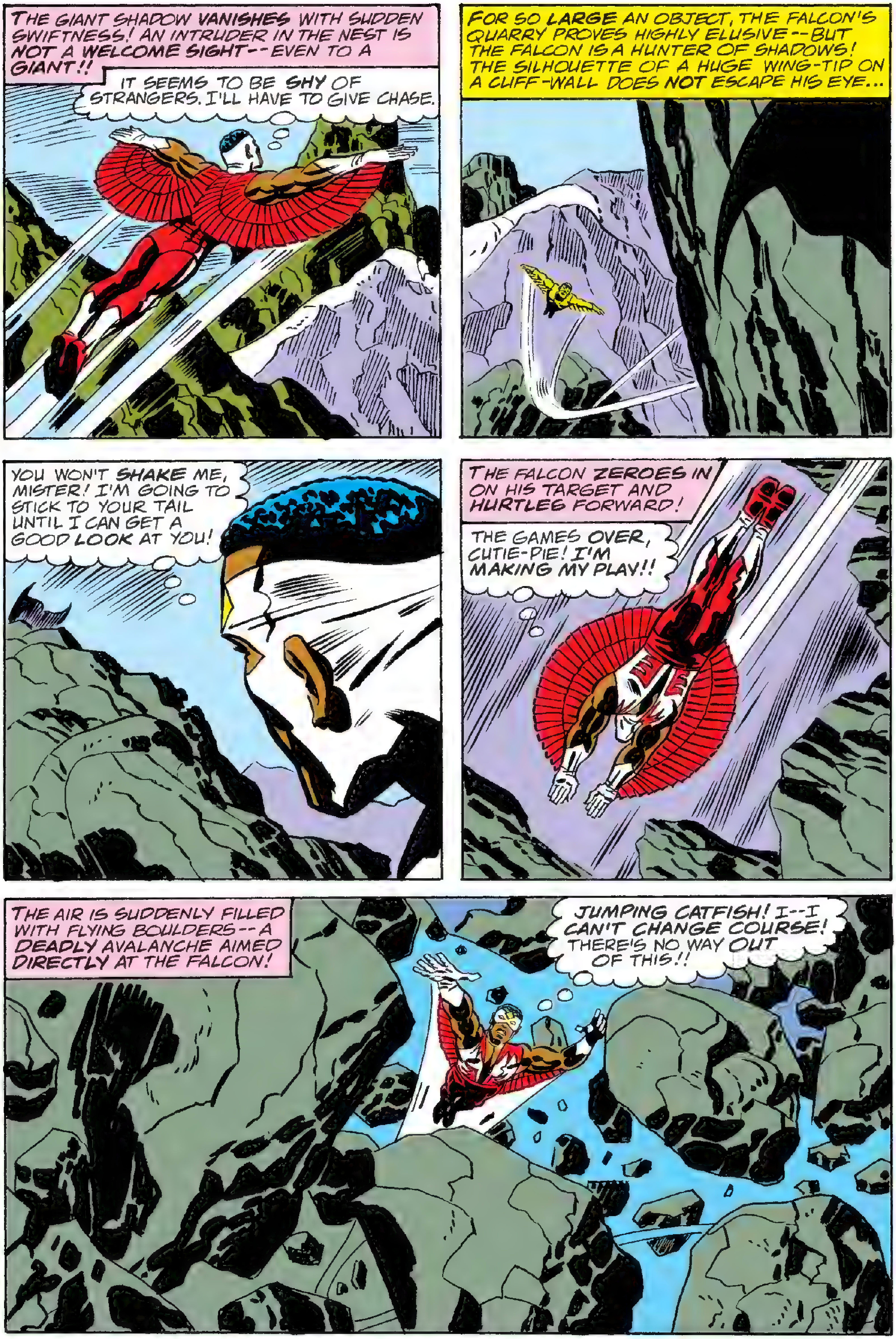

"MY NAME WAS **ARNIM ZOLA!** MY WORLD WAS THE LABORATORY--THE WORLD OF **BIO-CHEMISTRY!** FROM MY WINDOW, I COULD SEE THE FLAMES OF WAR TURN THE SKIES RED OVER GERMANY, BUT WHAT **OTHER** MEN DID CONCERNED ME **LITTLE**--
"--FOR I OWNED WHAT **ALL HUMANITY** THIRSTED FOR--**THE SECRET OF LIFE,** HIDDEN BENEATH THE STONE FLOOR IN A **CAST-IRON BOX...**
"TIME AND AGAIN I WOULD PORE THROUGH THE AGE-OLD PAPERS IT CONTAINED. THEY WERE BROUGHT BACK FROM THE NEAR-EAST DURING THE **CRUSADES**--AND I DECODED THE ANCIENT NOTES LONG BEFORE THE DISCOVERY OF **DNA...**
"I SUPPOSE I BECAME THE **FIRST** GENETIC ENGINEER IN MODERN TIMES! I DEVISED EXPERIMENTS TO PRODUCE **MAN-MADE LIFE!!**
"GUIDED BY THE ANCIENT NOTES, I SOON **SUCCEEDED**--!! IN A **SMALL WAY,** OF COURSE. MY PRODUCT WAS A **TINY** THING... **BUT IT WAS ALIVE!** IT LIVED--AND **THRIVED!!**
"EXPERIENCE ENABLED ME TO GROW **LARGER** FORMS. SOME WERE **DESTRUCTIVE** AND GOT OUT OF HAND! FOR MY OWN SAFETY--I HAD TO **DESTROY** THEM!!
BAM!

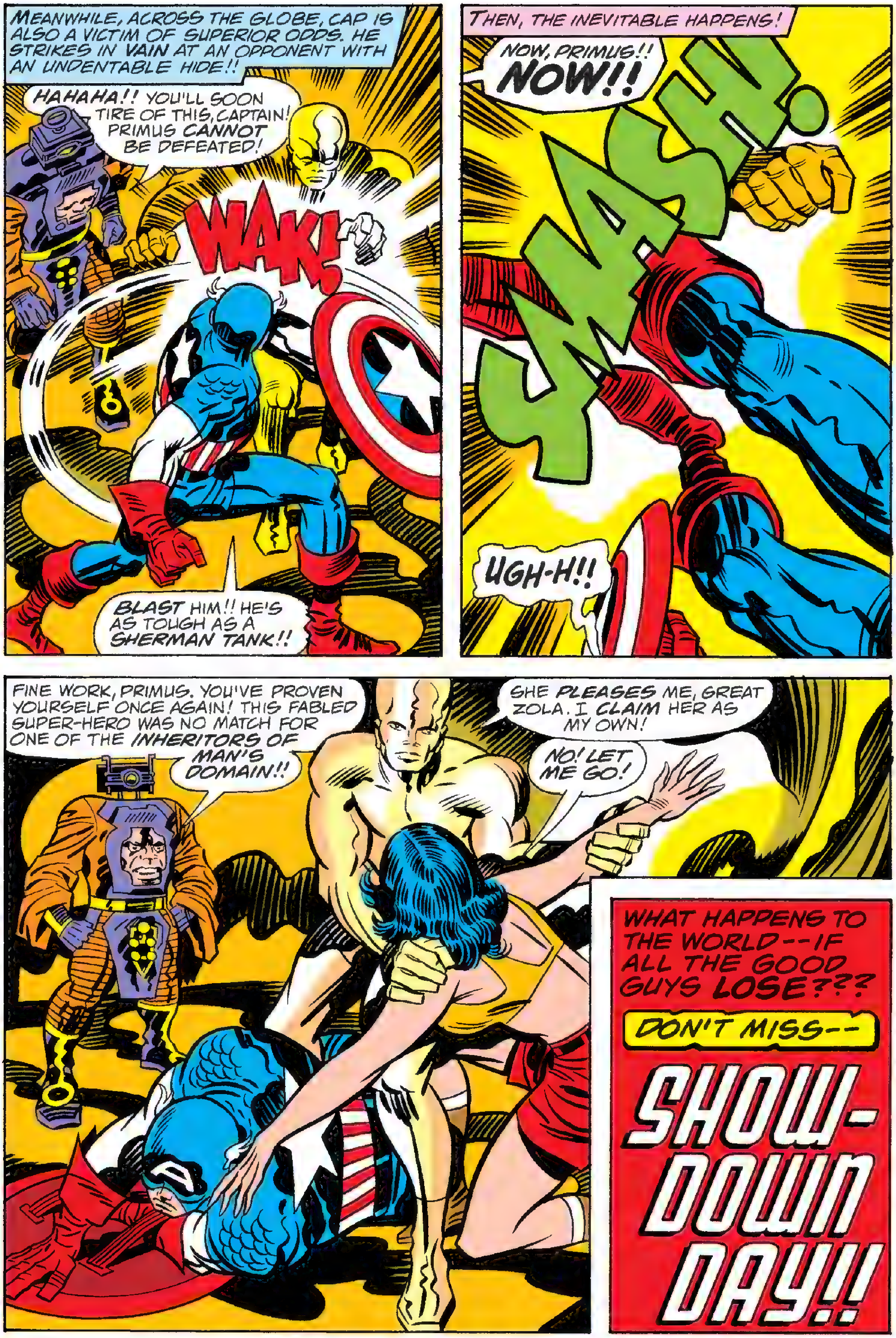

"WITH CAREFUL DELIBERATION, I STRUCTURED A **NEW BODY** FOR **MYSELF**--! A **STRONGER** BODY, WHICH HOUSED ITS BRAIN IN A MORE **PROTECTED** POSITION!
"IT TOOK A HEROIC EFFORT TO CONSTRUCT AN INSTRUMENT THAT WOULD **TRANSFER** MY OWN PERSONALITY TO THE BRAIN IN THAT **OTHER** BODY! BUT, I DID THAT, TOO! ONE NIGHT, THE **OLD ARNIM ZOLA DIED!**
"THE NEW ONE LIVED TO **CONTINUE** HIS WORK! **HE** WAS ABLE TO **DEAL** WITH WHATEVER HIS EXPERIMENTS PRODUCED. THE NEW BRAIN WITHIN HIS BODY WAS SO POTENT THAT HE COULD **CONTROL** THEM BY **THOUGHT ALONE...**"
THIS IS **HORRIBLE!** CAN HE DO THAT TO **US?** CAN HE REACH INTO OUR MINDS AND **FORCE** US TO DO HIS **BIDDING?**
THAT'S AN **INTERESTING** QUESTION, ZOLA! CAN YOU CONTROL US... AS YOU DO YOUR **CREATURES?**
NO! IT IS A PUZZLE THAT I'VE **YET** TO SOLVE!

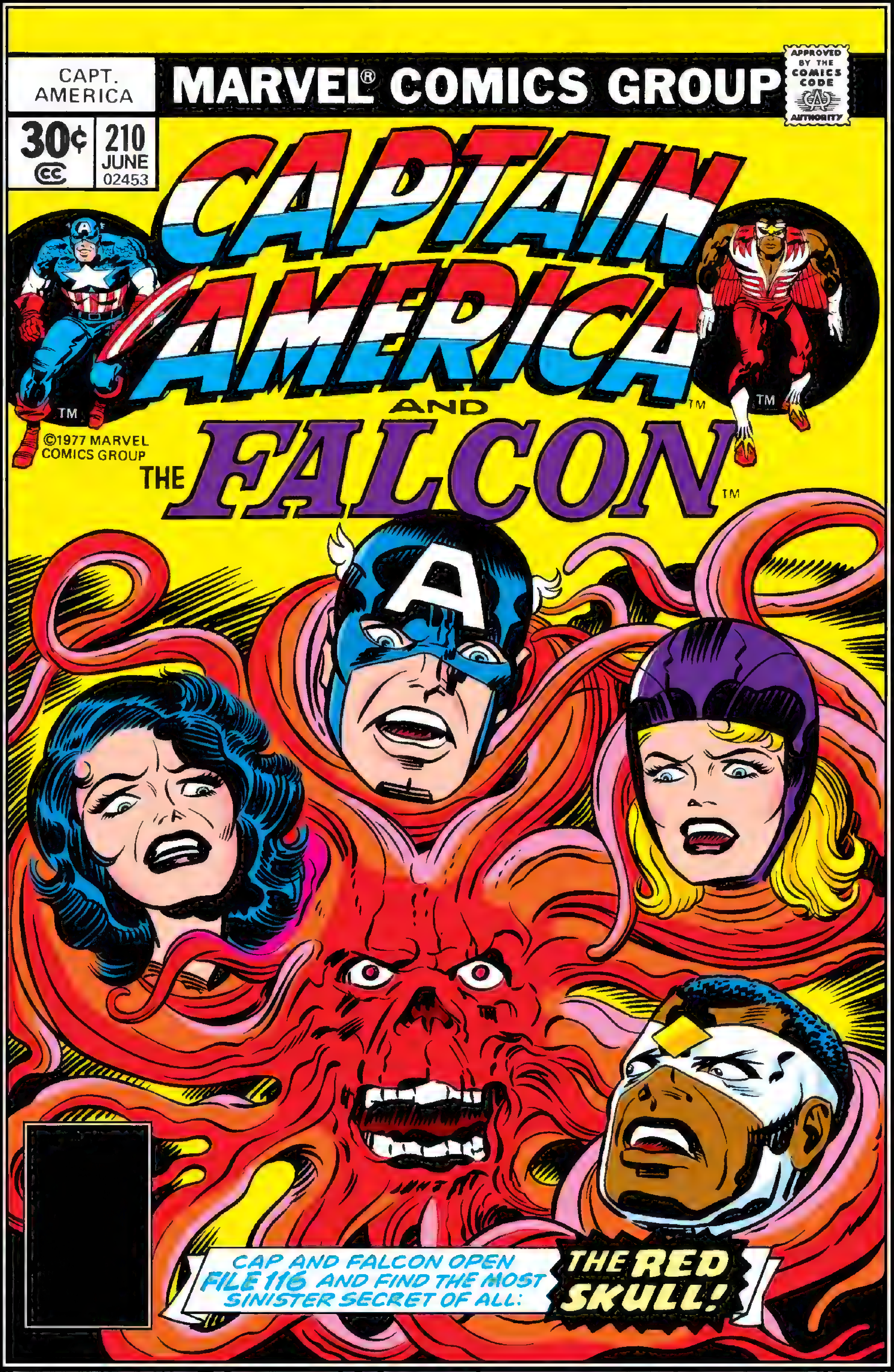

MY BRAIN-WAVES ARE POWERFUL, INDEED! THEY EMERGE FROM WITHIN MY BODY AND ARE SENT OUT AS MIGHTY SIGNALS FROM THIS TRANSMITTER. BUT--
BUT THEY CAN'T AFFECT LIFE PRODUCED BY NATURE, IS THAT IT?
SURE, THAT'S IT, ALL RIGHT!! YOU'VE TOLD US THE TRUTH -- AND IT'S THE TRUTH THAT KEEPS MEN FREE, ISN'T IT ZOLA!!?
NOT SO FAST, MY FRIEND! YOUR FREEDOM IS NOW MY PERSONAL PROPERTY!!
ARROGANT SWINE! CRUSH HIS TRANSMITTER BEFORE HE CAN SUMMON MORE OF HIS DEVILTRY!!
GOOD THINKING, GIRL!
WHA--!? IT SANK OUT OF SIGHT!
FOOL!
KRAK!
THINK AGAIN, ZOLA! HAND-TO-HAND COMBAT IS MY BUSINESS! I MAY NOT REACH THAT BRAIN OF YOURS, BUT I CAN GIVE THAT NEW BODY A GOOD POUNDING!
IT'S BEEN THOROUGHLY TESTED, CAPTAIN!
NOT BY ME, BIG MOUTH!!
SMASH!


WELL, I DECLARE! YOU DID MANAGE TO DISLODGE ONE OF MY FACE CIRCUITS!!!
THE FACE HAS VANISHED! PERHAPS HE CAN'T SEE!
THAT'S FINE WITH ME!
YOU CAN OVERPOWER HIM!! DO IT!! DO IT NOW!!!
WAIT! LOOK! THE WALL BEHIND ZOLA! I-IT'S COMING ALIVE!!
THE WALL OF LIVING TISSUE SUDDENLY ERUPTS WITH MOTION AND UNLEASHES ITS PRODUCT SQUARELY AT CAP!!!
SINCE YOU INSIST ON COMBAT, YOU SHALL HAVE IT, CAPTAIN AMERICA!
HAVING QUICKLY REPAIRED HIS ELECTRONIC FACE, ZOLA WATCHES THE ENSUING BATTLE WITH GLEE!!
ATTACK, PRIMUS! ATTACK!!
I CAN HANDLE HIM, TOO, ZOLA!
NOT LIKELY, FRIEND!! NOT WHILE PRIMUS CAN HARDEN HIS BODY LIKE STONE!
POW!


AT THAT VERY MOMENT, SOMEWHERE IN THE RUGGED BADLANDS OF SOUTH AMERICA, THE FALCON HAS MADE A BIZARRE DISCOVERY OF HIS OWN...
THOSE GREAT LOGS COULDN'T HAVE GOTTEN TO THESE BARREN HEIGHTS BY THEMSELVES!!
I-IT SEEMS TOO FAR-OUT TO CONSIDER-- YET, WHEN SEEN FROM THE AIR, ONE CAN ONLY CONCLUDE THAT THIS THING IS A KING-SIZED--
--BIRD'S NEST! AN AVIAN HOME FOR A SPECIES THAT FLIES! BUT WHAT MANNER OF BIRD USES THE TRUNKS OF GREAT TREES TO CONSTRUCT ITS NESTING PLACE?
NO CANARY EVER PUT THIS TOGETHER!! I--I THINK I'VE STUMBLED INTO NICK FURY'S FAVORITE NIGHTMARE-- FILE ONE-SIXTEEN!
FALCON, YOU'VE BEEN HUNG ON THE HORNS OF A DILEMMA! IF YOU STAY TO SEE THIS THROUGH-- THEN YOU MUST DELAY YOUR SEARCH FOR CAP!!
THE CHOICE IS QUICKLY MADE FOR THE FALCON! A MAMMOTH SHADOW DARKENS THE SKY! THE BEAT OF GIANT WINGS CREATES A STORM IN THE STILL AIR...
UH-OH! THE OWNER OF THIS TRACT-HOME FOR TITANS HAS RETURNED!


THE GIANT SHADOW VANISHES WITH SUDDEN SWIFTNESS! AN INTRUDER IN THE NEST IS NOT A WELCOME SIGHT--EVEN TO A GIANT!!
IT SEEMS TO BE SHY OF STRANGERS. I'LL HAVE TO GIVE CHASE.
FOR SO LARGE AN OBJECT, THE FALCON'S QUARRY PROVES HIGHLY ELUSIVE--BUT THE FALCON IS A HUNTER OF SHADOWS! THE SILHOUETTE OF A HUGE WING-TIP ON A CLIFF-WALL DOES NOT ESCAPE HIS EYE...
YOU WON'T SHAKE ME, MISTER! I'M GOING TO STICK TO YOUR TAIL UNTIL I CAN GET A GOOD LOOK AT YOU!
THE FALCON ZEROES IN ON HIS TARGET AND HURTLES FORWARD!
THE GAMES OVER, CUTIE-PIE! I'M MAKING MY PLAY!!
THE AIR IS SUDDENLY FILLED WITH FLYING BOULDERS--A DEADLY AVALANCHE AIMED DIRECTLY AT THE FALCON!
JUMPING CATFISH! I--I CAN'T CHANGE COURSE! THERE'S NO WAY OUT OF THIS!!

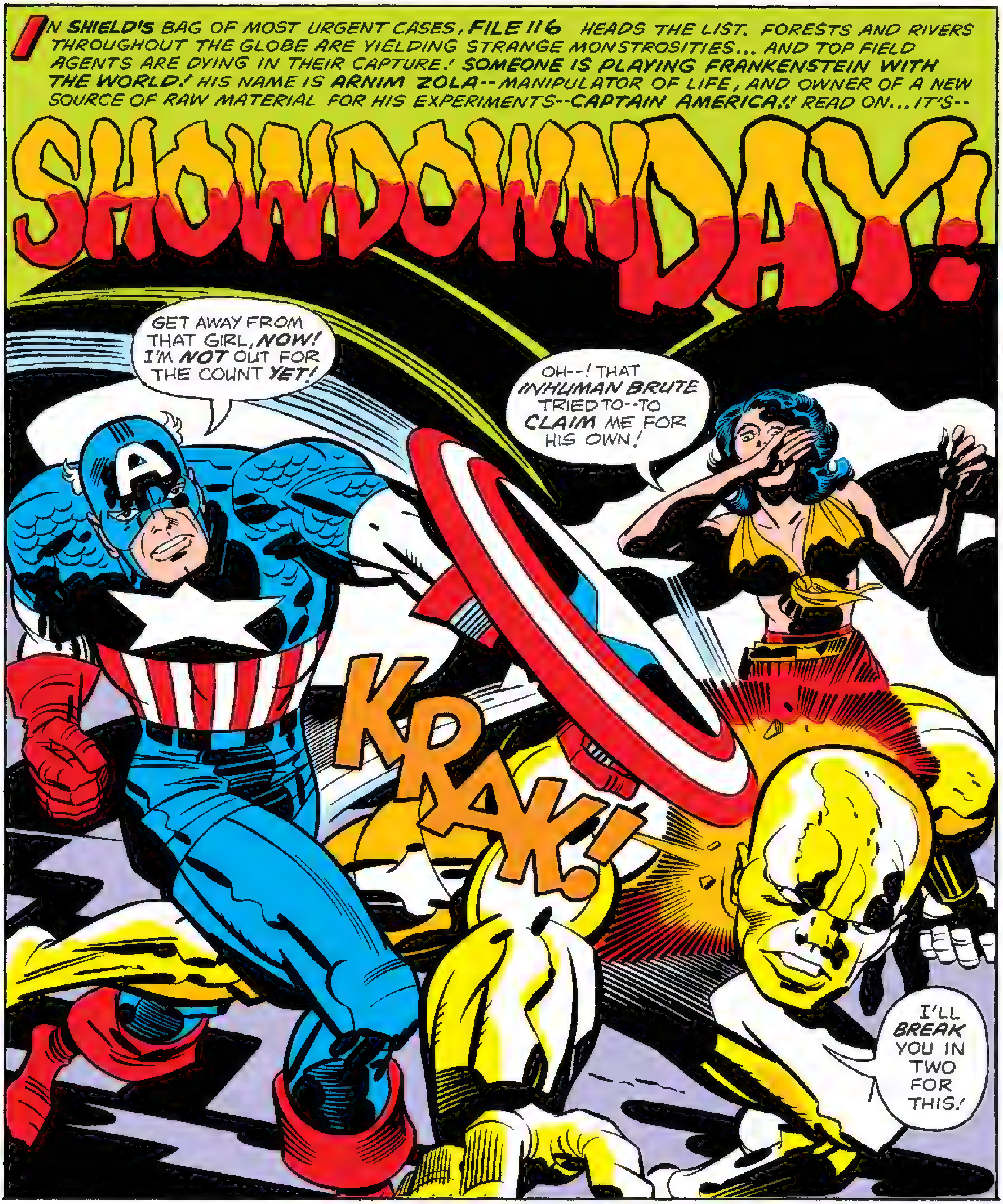

MEANWHILE, ACROSS THE GLOBE, CAP IS ALSO A VICTIM OF SUPERIOR ODDS. HE STRIKES IN VAIN AT AN OPPONENT WITH AN UNDENTABLE HIDE!!
HAHAHA!! YOU'LL SOON TIRE OF THIS, CAPTAIN! PRIMUS CANNOT BE DEFEATED!
WAK!
BLAST HIM!! HE'S AS TOUGH AS A SHERMAN TANK!!
THEN, THE INEVITABLE HAPPENS!
NOW, PRIMUS!! NOW!!
SMASH!
UGH-H!!
FINE WORK, PRIMUS. YOU'VE PROVEN YOURSELF ONCE AGAIN! THIS FABLED SUPER-HERO WAS NO MATCH FOR ONE OF THE INHERITORS OF MAN'S DOMAIN!!
SHE PLEASES ME, GREAT ZOLA. I CLAIM HER AS MY OWN!
NO! LET ME GO!
WHAT HAPPENS TO THE WORLD--IF ALL THE GOOD GUYS LOSE???
DON'T MISS--
SHOW-DOWN DAY!!

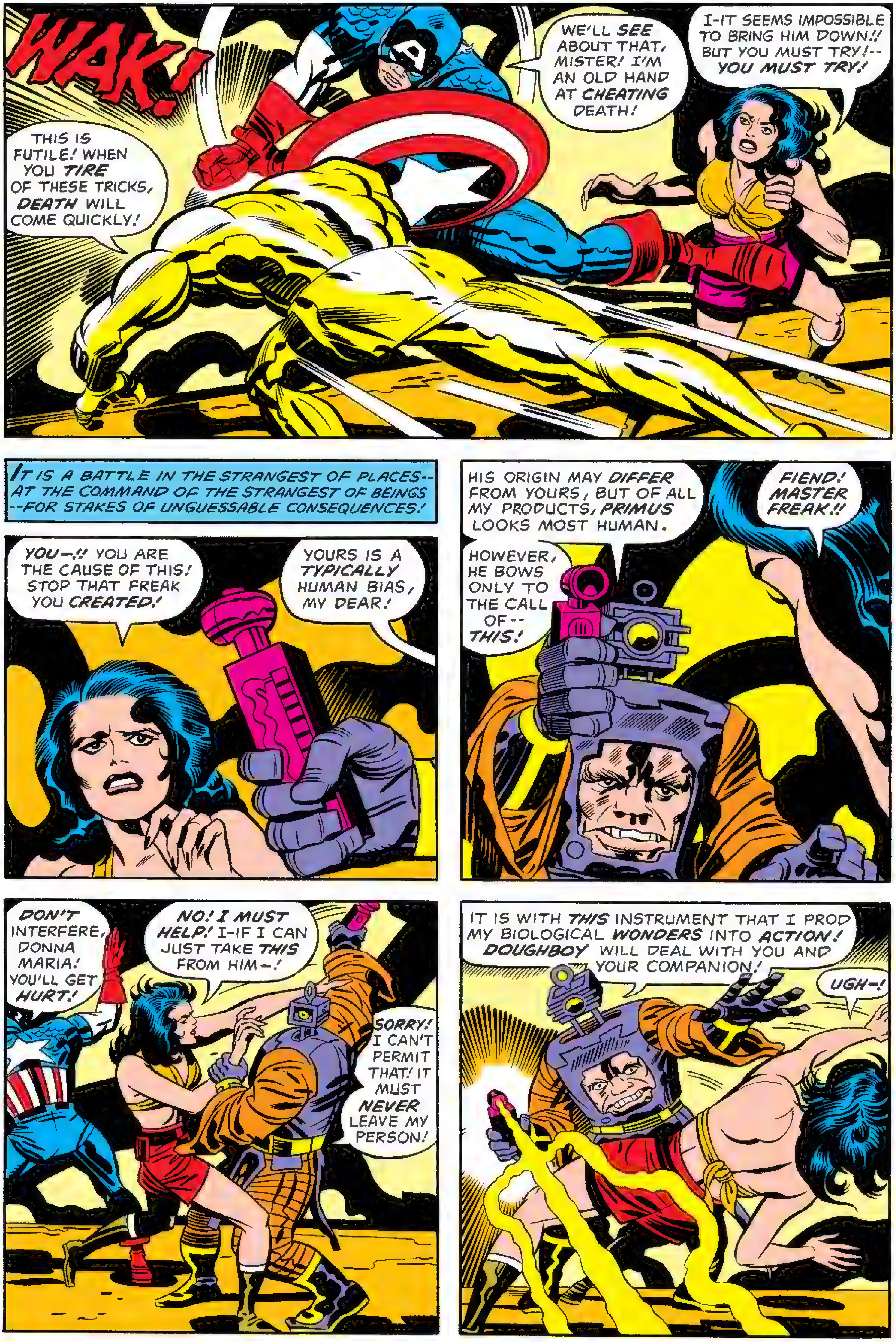

CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
210
JUNE
02453
CAPTAIN AMERICA™
AND
THE FALCON™
TM
TM
©1977 MARVEL COMICS GROUP
CAP AND FALCON OPEN FILE 116 AND FIND THE MOST SINISTER SECRET OF ALL:
THE RED SKULL!

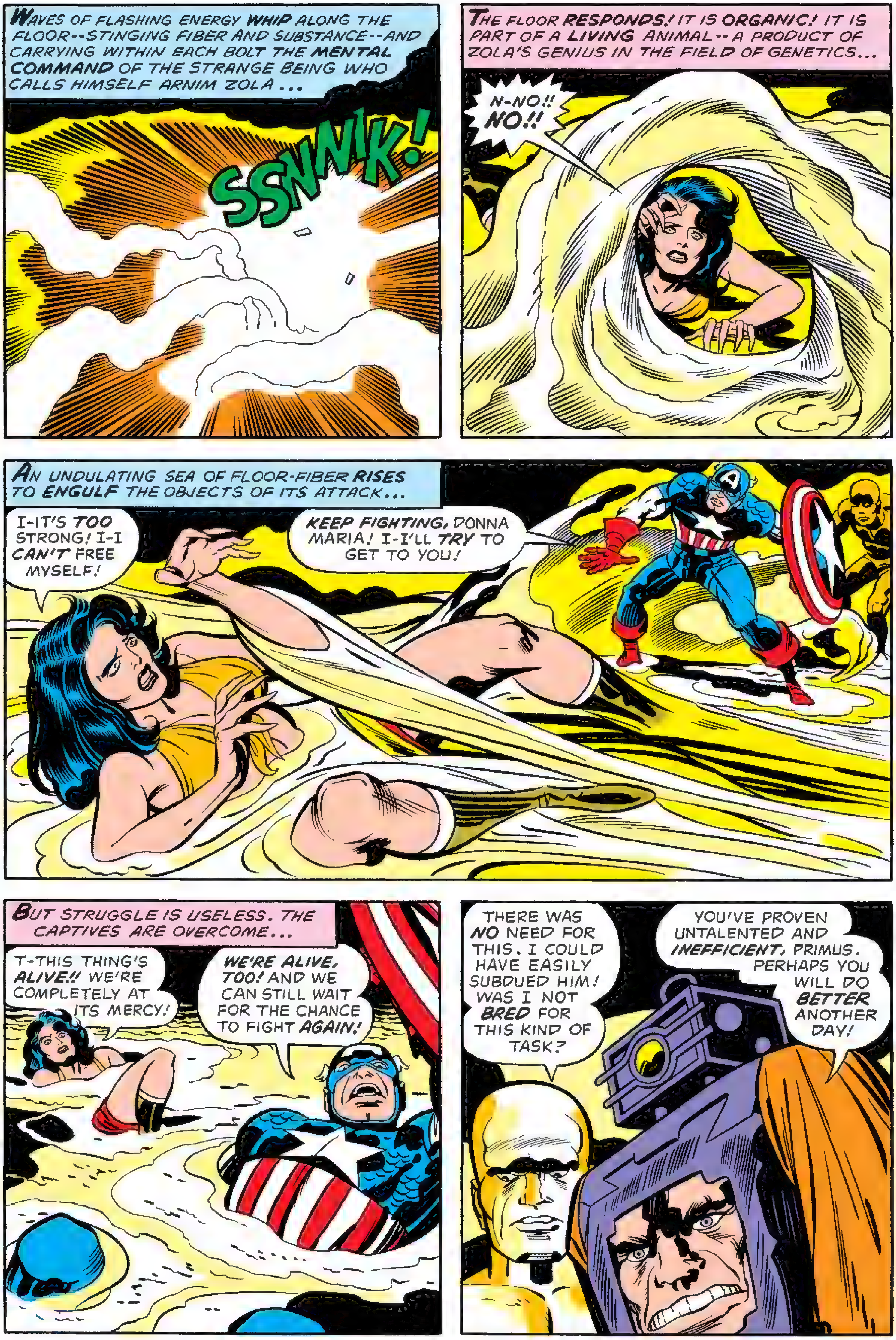
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

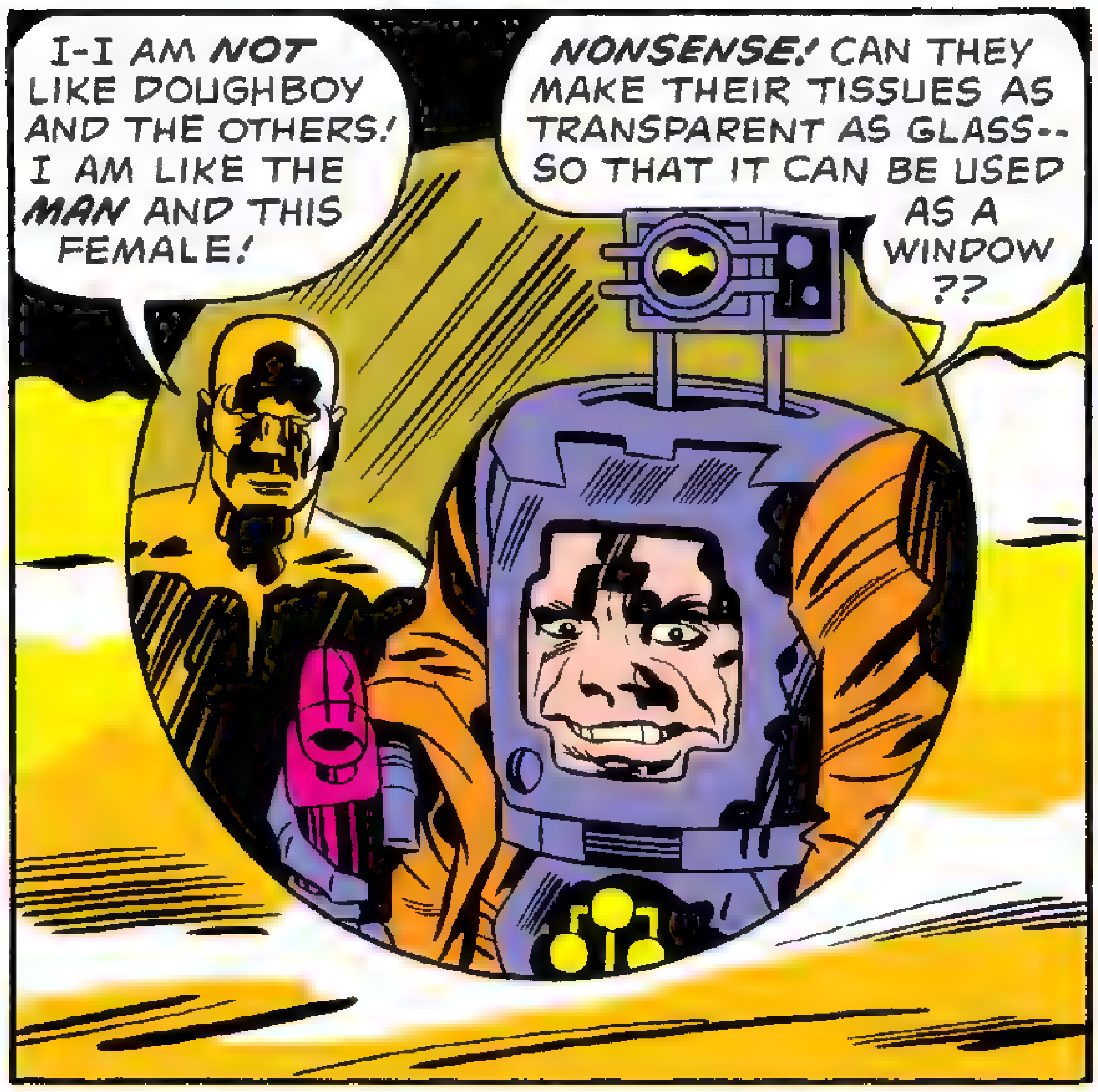
STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

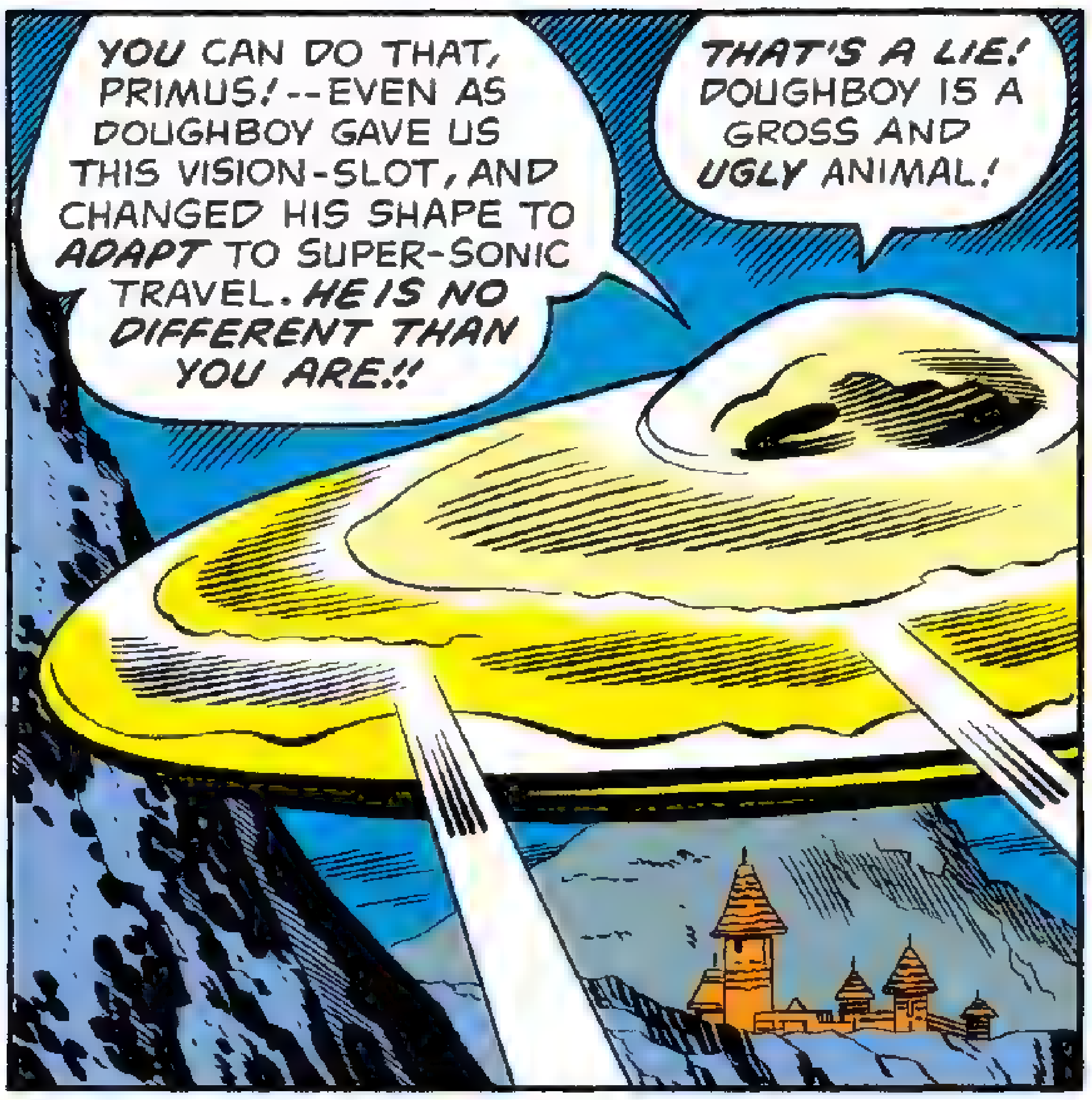
EDITED, WRITTEN AND DRAWN BY: **JACK KIRBY** / INKED AND LETTERED BY: MIKE ROYER / COLORED BY: G. ROUSSOS / UNFETTERED BY: ARCHIE GOODWIN

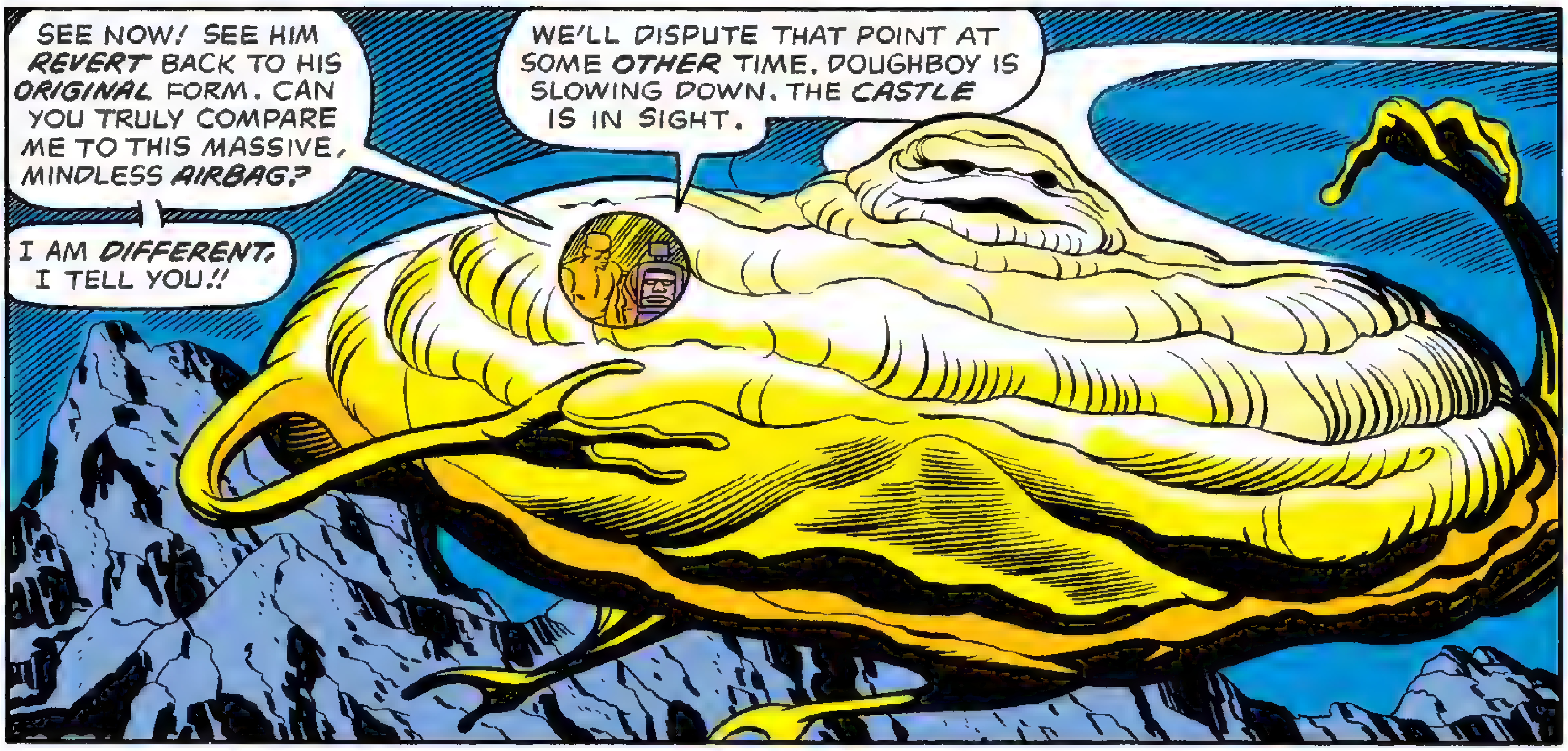

IN SHIELD'S BAG OF MOST URGENT CASES, FILE 116 HEADS THE LIST. FORESTS AND RIVERS THROUGHOUT THE GLOBE ARE YIELDING STRANGE MONSTROSITIES... AND TOP FIELD AGENTS ARE DYING IN THEIR CAPTURE! SOMEONE IS PLAYING FRANKENSTEIN WITH THE WORLD! HIS NAME IS ARNIM ZOLA--MANIPULATOR OF LIFE, AND OWNER OF A NEW SOURCE OF RAW MATERIAL FOR HIS EXPERIMENTS--CAPTAIN AMERICA!! READ ON... IT'S--
SHOWDOWN DAY!
GET AWAY FROM THAT GIRL, NOW! I'M NOT OUT FOR THE COUNT YET!
OH--! THAT INHUMAN BRUTE TRIED TO--TO CLAIM ME FOR HIS OWN!
KRAK!
I'LL BREAK YOU IN TWO FOR THIS!

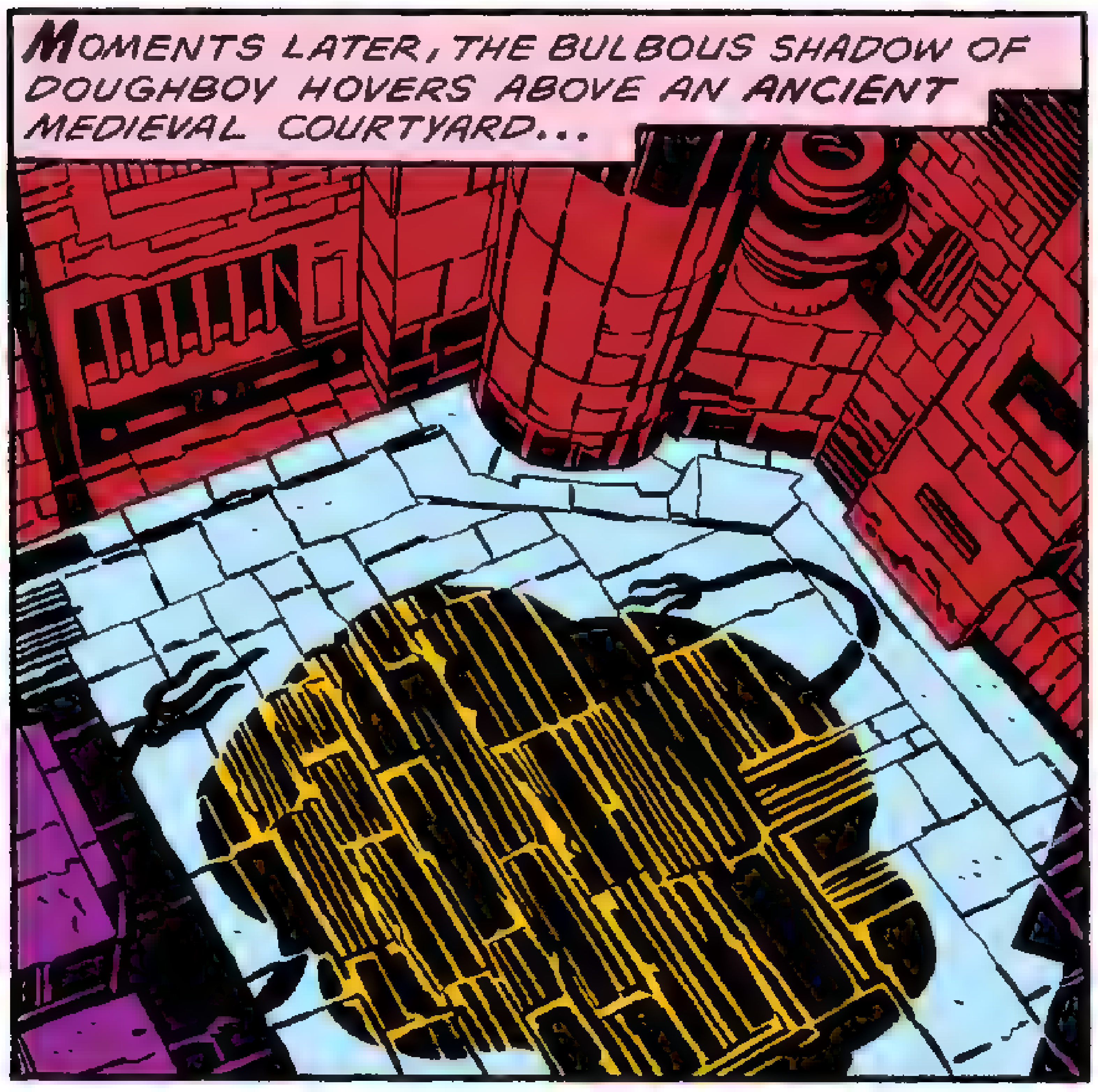

WAK!
THIS IS FUTILE! WHEN YOU *TIRE* OF THESE TRICKS, *DEATH* WILL COME QUICKLY!
WE'LL *SEE* ABOUT THAT, MISTER! I'M AN OLD HAND AT *CHEATING* DEATH!
I-IT SEEMS IMPOSSIBLE TO BRING HIM DOWN!! BUT YOU MUST TRY!-- *YOU MUST TRY!*
IT IS A BATTLE IN THE STRANGEST OF PLACES-- AT THE COMMAND OF THE STRANGEST OF BEINGS --FOR STAKES OF UNGUESSABLE CONSEQUENCES!
YOU--!! YOU ARE THE CAUSE OF THIS! STOP THAT FREAK YOU *CREATED!*
YOURS IS A *TYPICALLY* HUMAN BIAS, MY DEAR!
HIS ORIGIN MAY *DIFFER* FROM YOURS, BUT OF ALL MY PRODUCTS, *PRIMUS* LOOKS MOST HUMAN.
HOWEVER, HE BOWS ONLY TO THE CALL OF-- *THIS!*
FIEND! MASTER FREAK!!
DON'T INTERFERE, DONNA MARIA! YOU'LL GET *HURT!*
NO! I MUST HELP! I-IF I CAN JUST TAKE *THIS* FROM HIM--!
SORRY! I CAN'T PERMIT THAT! IT MUST *NEVER* LEAVE MY PERSON!
IT IS WITH *THIS* INSTRUMENT THAT I PROD MY BIOLOGICAL *WONDERS* INTO *ACTION!* *DOUGHBOY* WILL DEAL WITH YOU AND YOUR COMPANION!
UGH--!

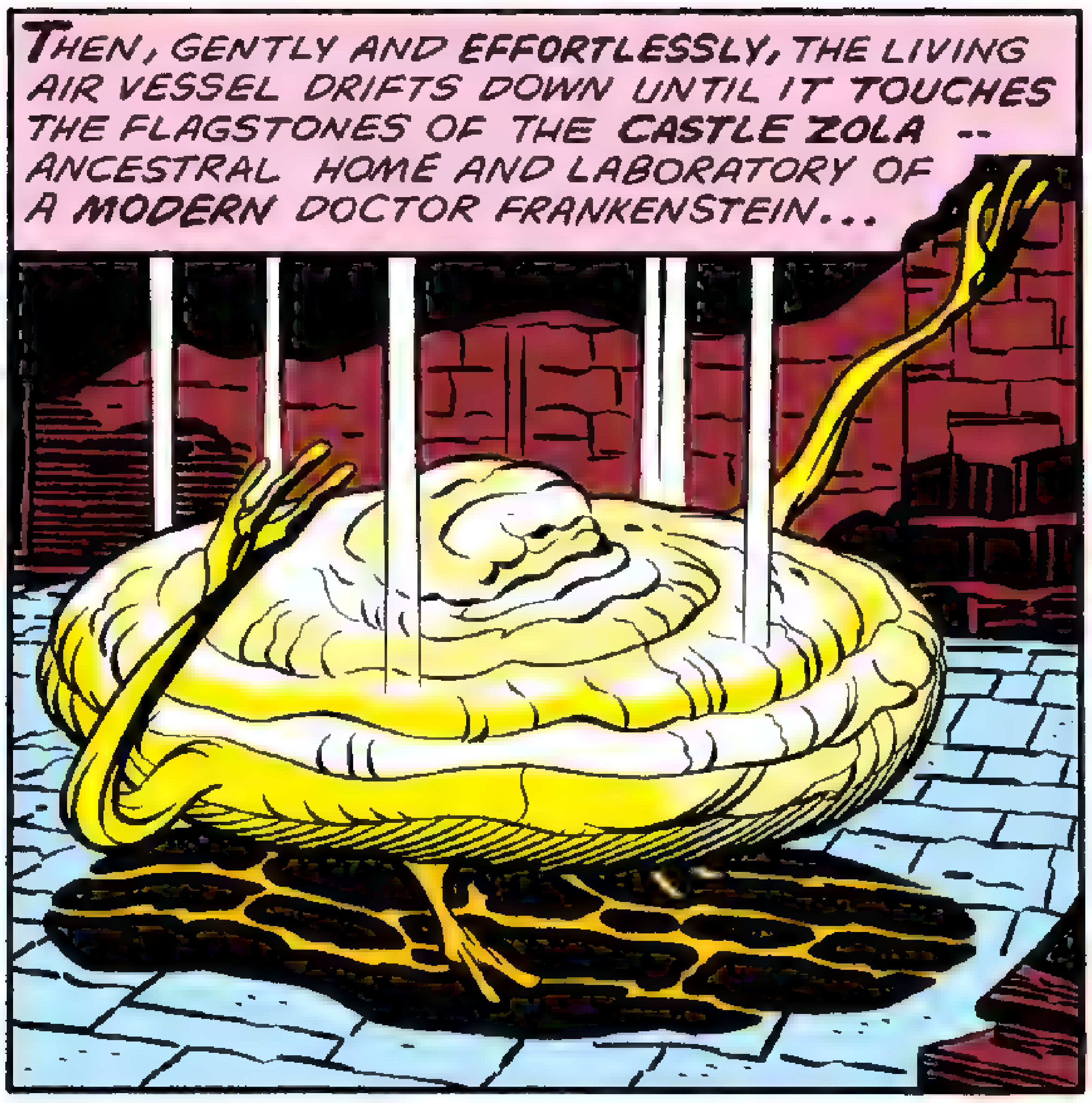

WAVES OF FLASHING ENERGY WHIP ALONG THE FLOOR--STINGING FIBER AND SUBSTANCE--AND CARRYING WITHIN EACH BOLT THE MENTAL COMMAND OF THE STRANGE BEING WHO CALLS HIMSELF ARNIM ZOLA ...
SSNNIK!
THE FLOOR RESPONDS! IT IS ORGANIC! IT IS PART OF A LIVING ANIMAL -- A PRODUCT OF ZOLA'S GENIUS IN THE FIELD OF GENETICS...
N-NO!! NO!!
AN UNDULATING SEA OF FLOOR-FIBER RISES TO ENGULF THE OBJECTS OF ITS ATTACK...
I-IT'S TOO STRONG! I-I CAN'T FREE MYSELF!
KEEP FIGHTING, DONNA MARIA! I-I'LL TRY TO GET TO YOU!
BUT STRUGGLE IS USELESS. THE CAPTIVES ARE OVERCOME...
T-THIS THING'S ALIVE!! WE'RE COMPLETELY AT ITS MERCY!
WE'RE ALIVE, TOO! AND WE CAN STILL WAIT FOR THE CHANCE TO FIGHT AGAIN!
THERE WAS NO NEED FOR THIS. I COULD HAVE EASILY SUBDUED HIM! WAS I NOT BRED FOR THIS KIND OF TASK?
YOU'VE PROVEN UNTALENTED AND INEFFICIENT, PRIMUS. PERHAPS YOU WILL DO BETTER ANOTHER DAY!

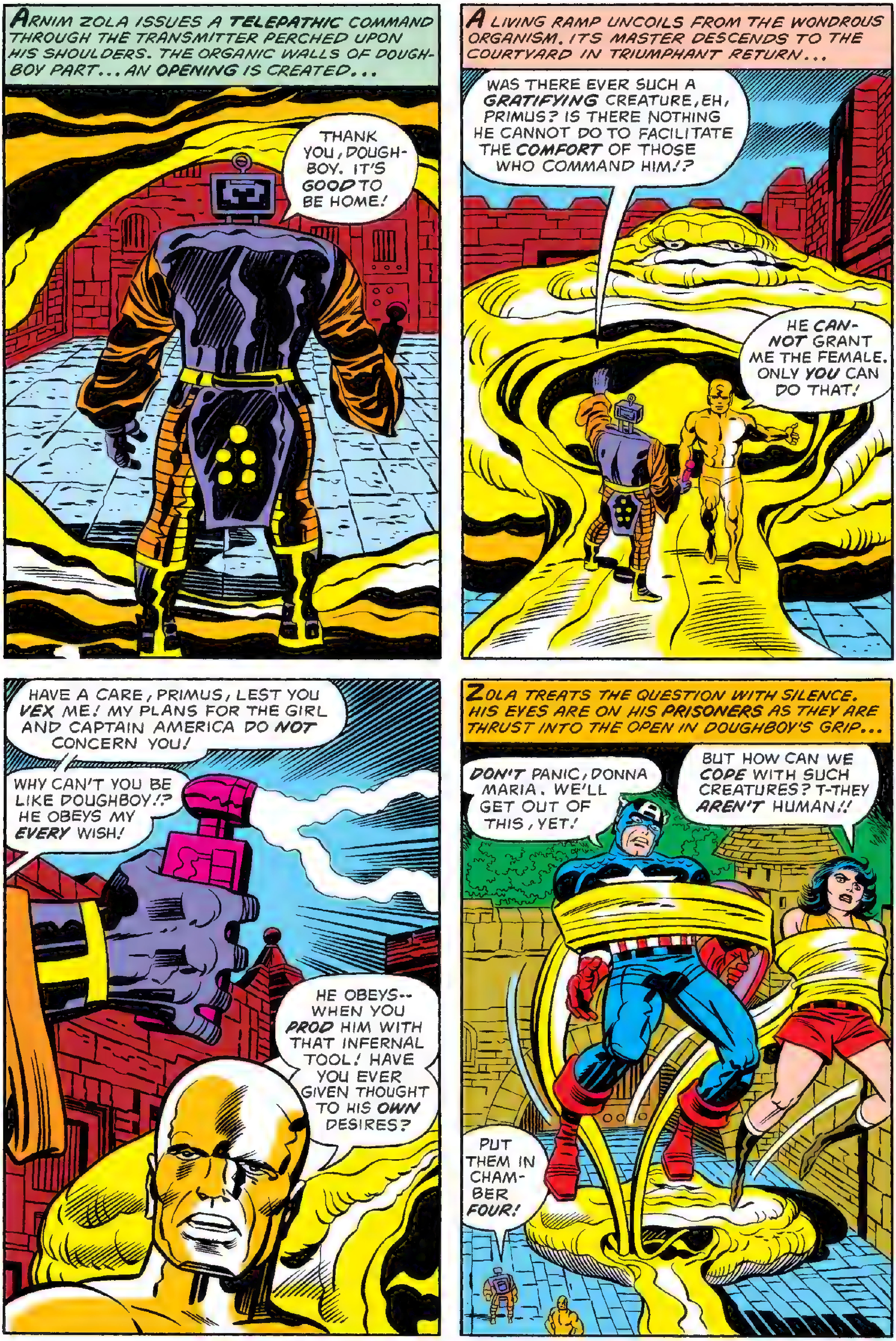

I-I AM **NOT** LIKE DOUGHBOY AND THE OTHERS! I AM LIKE THE **MAN** AND THIS FEMALE!
NONSENSE! CAN THEY MAKE THEIR TISSUES AS TRANSPARENT AS GLASS--SO THAT IT CAN BE USED AS A WINDOW??

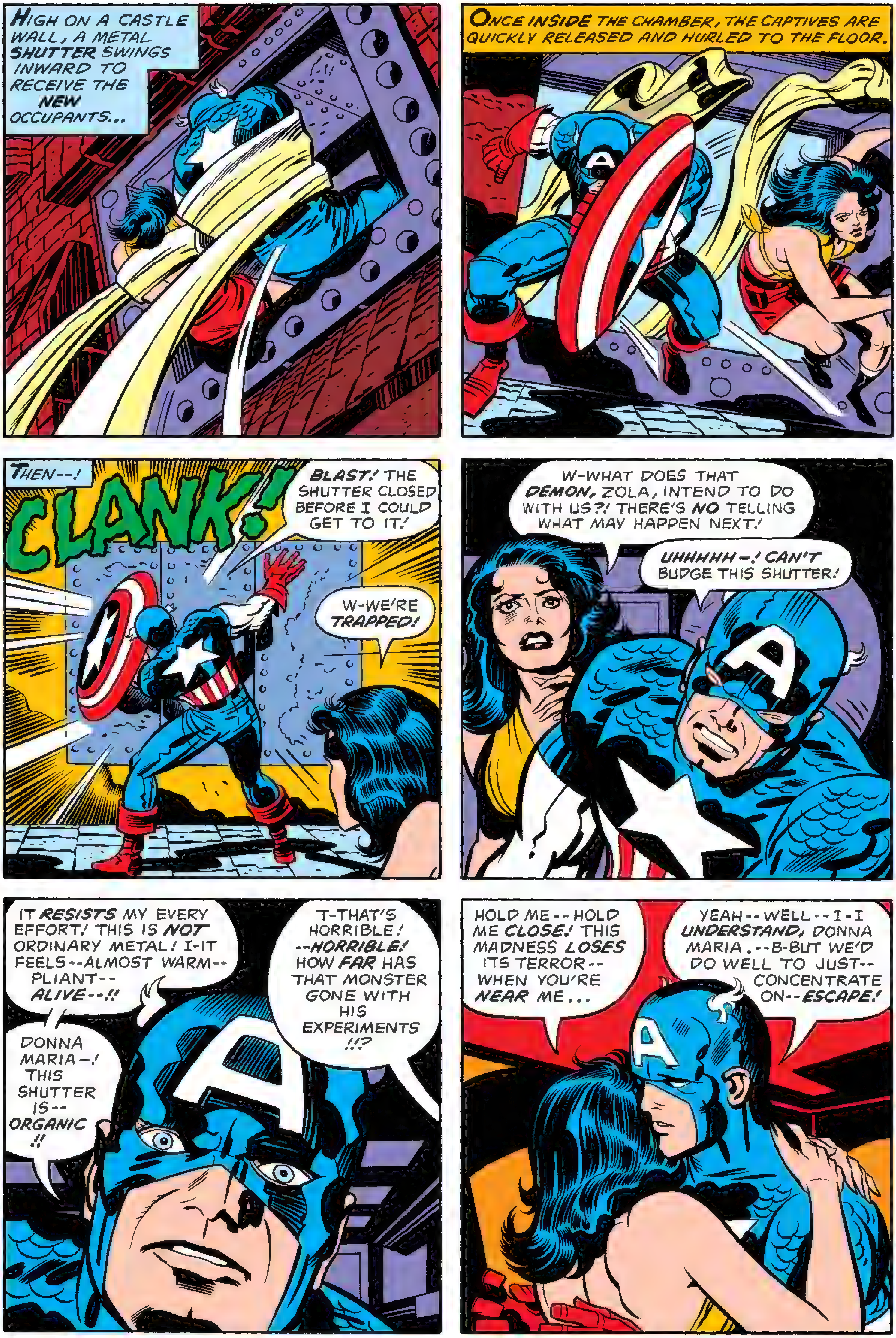

YOU CAN DO THAT, PRIMUS!--EVEN AS DOUGHBOY GAVE US THIS VISION-SLOT, AND CHANGED HIS SHAPE TO **ADAPT** TO SUPER-SONIC TRAVEL. **HE IS NO DIFFERENT THAN YOU ARE!!**
THAT'S A LIE! DOUGHBOY IS A GROSS AND **UGLY** ANIMAL!

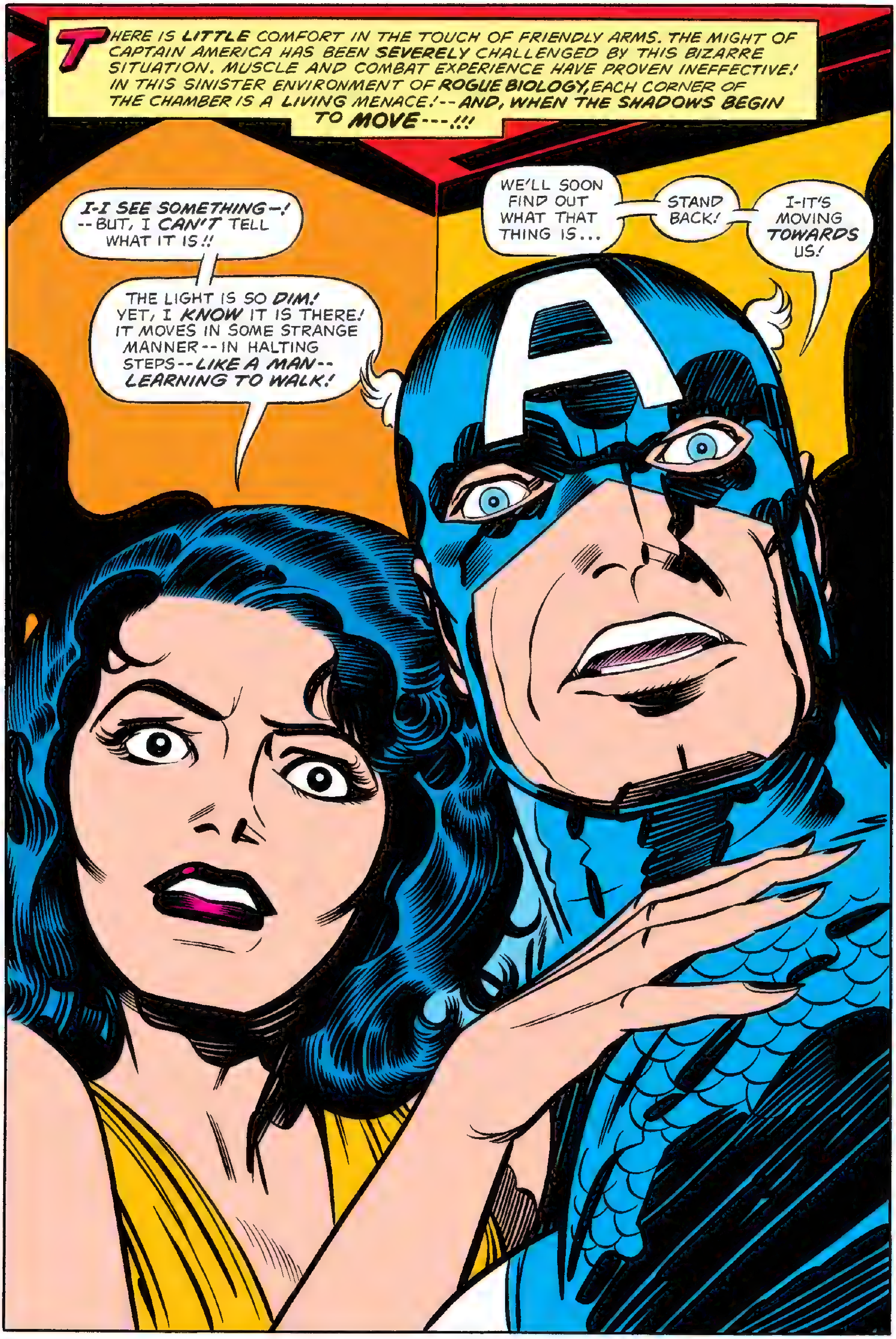

SEE NOW! SEE HIM **REVERT** BACK TO HIS **ORIGINAL** FORM. CAN YOU TRULY COMPARE ME TO THIS MASSIVE, MINDLESS **AIRBAG?**
I AM **DIFFERENT,** I TELL YOU!!
WE'LL DISPUTE THAT POINT AT SOME **OTHER** TIME. DOUGHBOY IS SLOWING DOWN. THE **CASTLE** IS IN SIGHT.

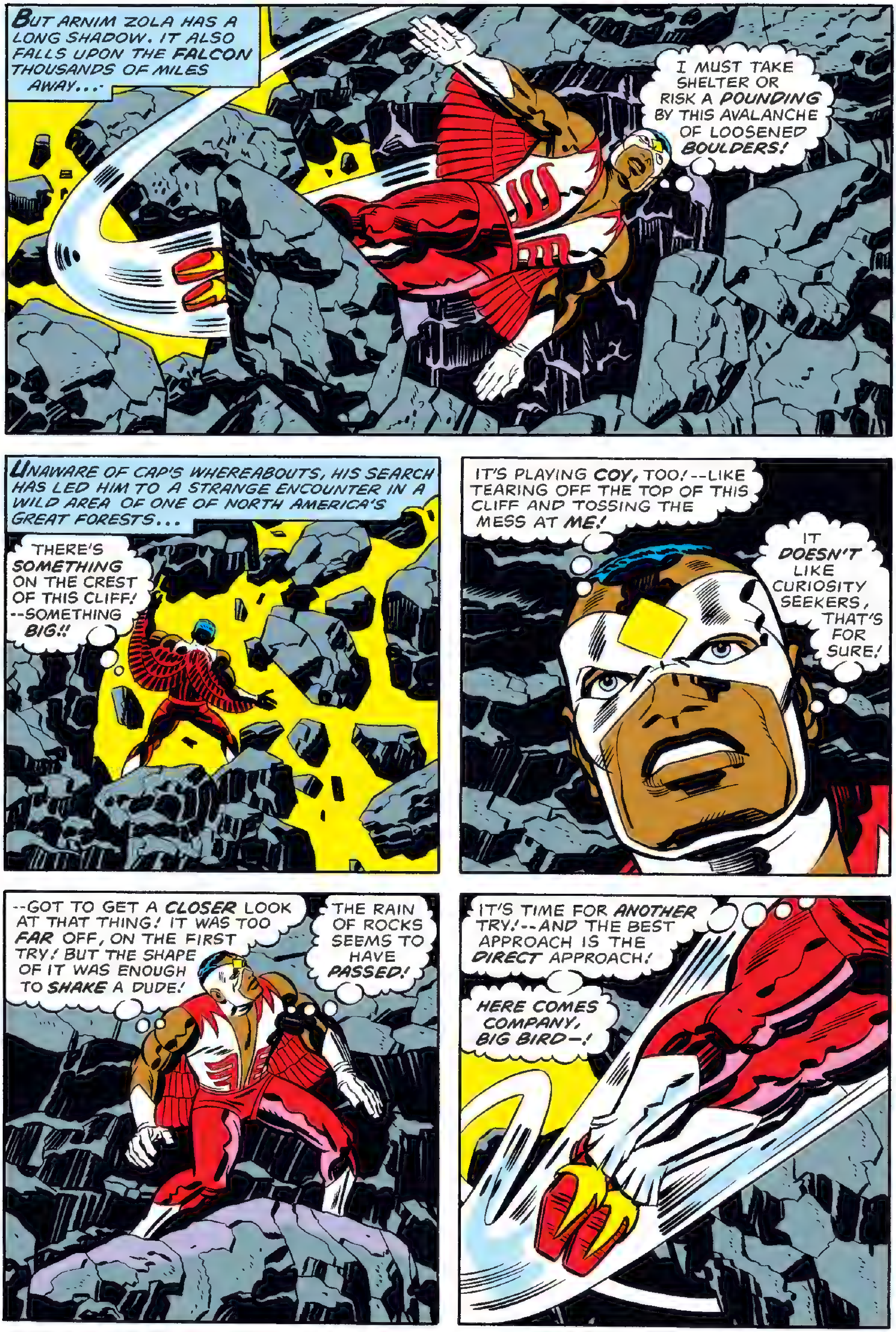

MOMENTS LATER, THE BULBOUS SHADOW OF DOUGHBOY HOVERS ABOVE AN **ANCIENT** MEDIEVAL COURTYARD...

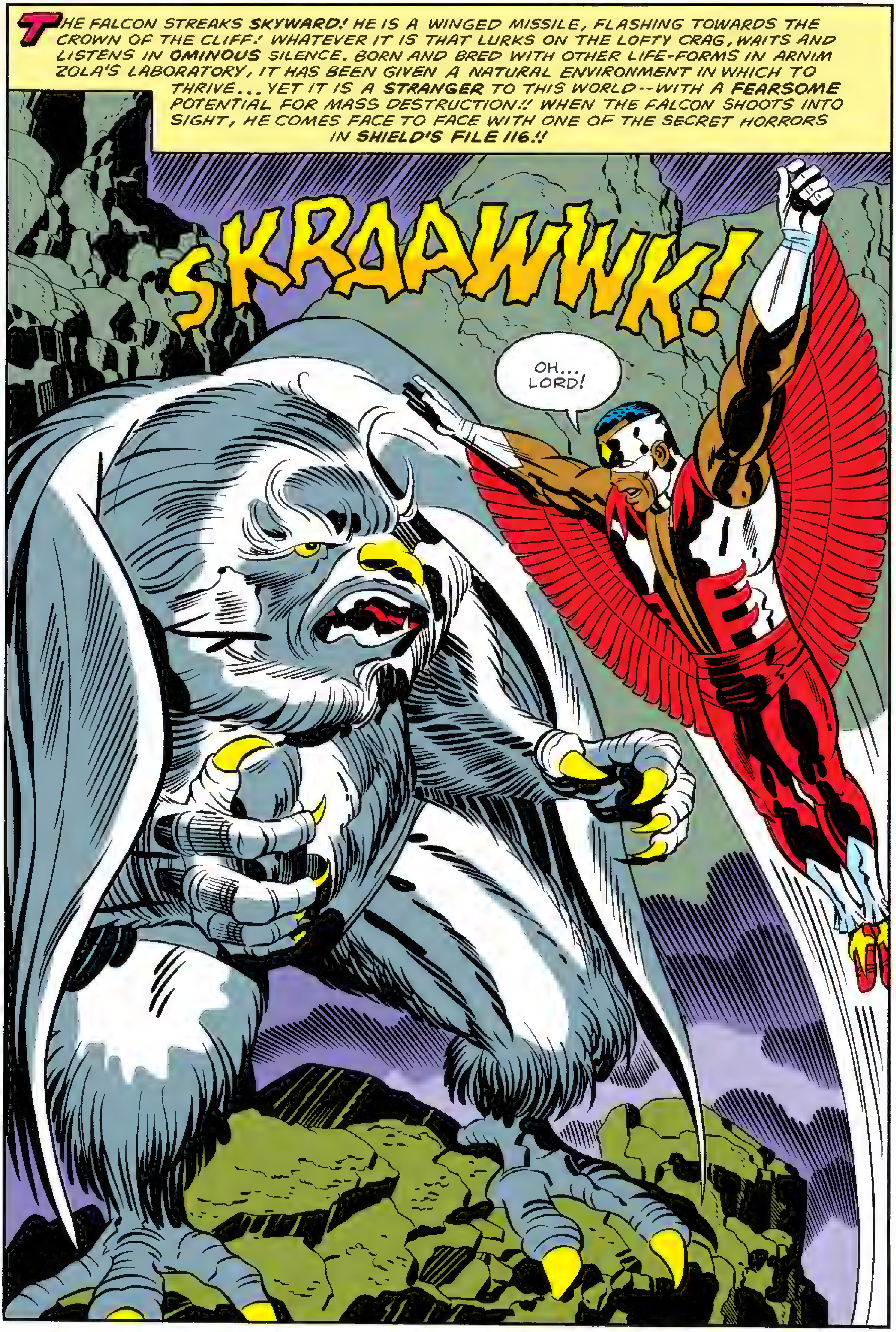

THEN, GENTLY AND **EFFORTLESSLY,** THE LIVING AIR VESSEL DRIFTS DOWN UNTIL IT **TOUCHES** THE FLAGSTONES OF THE **CASTLE ZOLA** -- ANCESTRAL HOME AND LABORATORY OF A **MODERN** DOCTOR FRANKENSTEIN...

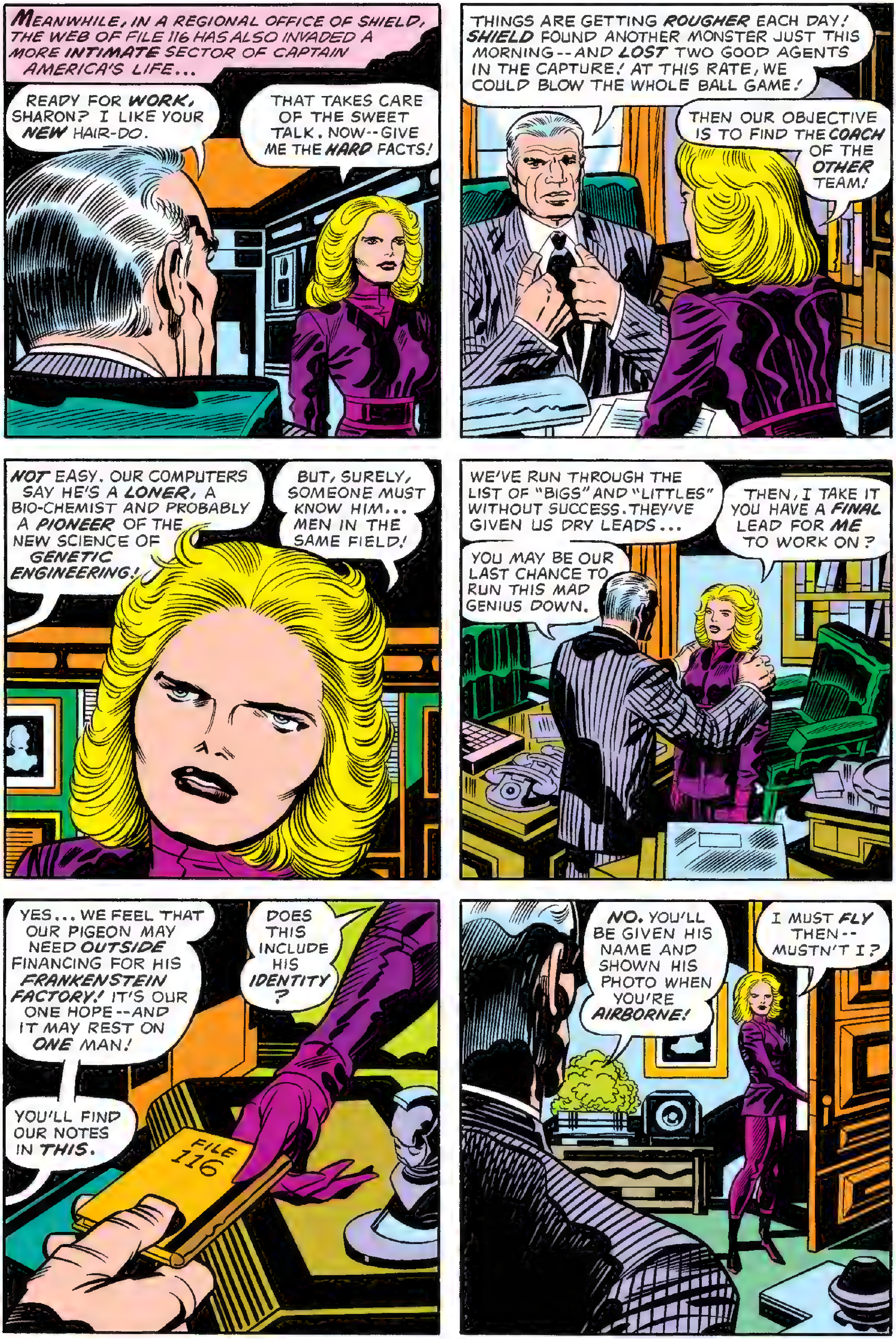

ARNIM ZOLA ISSUES A TELEPATHIC COMMAND THROUGH THE TRANSMITTER PERCHED UPON HIS SHOULDERS. THE ORGANIC WALLS OF DOUGHBOY PART... AN OPENING IS CREATED...
THANK YOU, DOUGHBOY. IT'S GOOD TO BE HOME!
A LIVING RAMP UNCOILS FROM THE WONDROUS ORGANISM. ITS MASTER DESCENDS TO THE COURTYARD IN TRIUMPHANT RETURN...
WAS THERE EVER SUCH A GRATIFYING CREATURE, EH, PRIMUS? IS THERE NOTHING HE CANNOT DO TO FACILITATE THE COMFORT OF THOSE WHO COMMAND HIM!?
HE CANNOT GRANT ME THE FEMALE. ONLY YOU CAN DO THAT!
HAVE A CARE, PRIMUS, LEST YOU VEX ME! MY PLANS FOR THE GIRL AND CAPTAIN AMERICA DO NOT CONCERN YOU!
WHY CAN'T YOU BE LIKE DOUGHBOY!? HE OBEYS MY EVERY WISH!
HE OBEYS-- WHEN YOU PROD HIM WITH THAT INFERNAL TOOL! HAVE YOU EVER GIVEN THOUGHT TO HIS OWN DESIRES?
ZOLA TREATS THE QUESTION WITH SILENCE. HIS EYES ARE ON HIS PRISONERS AS THEY ARE THRUST INTO THE OPEN IN DOUGHBOY'S GRIP...
DON'T PANIC, DONNA MARIA. WE'LL GET OUT OF THIS, YET!
BUT HOW CAN WE COPE WITH SUCH CREATURES? T-THEY AREN'T HUMAN!!
PUT THEM IN CHAMBER FOUR!

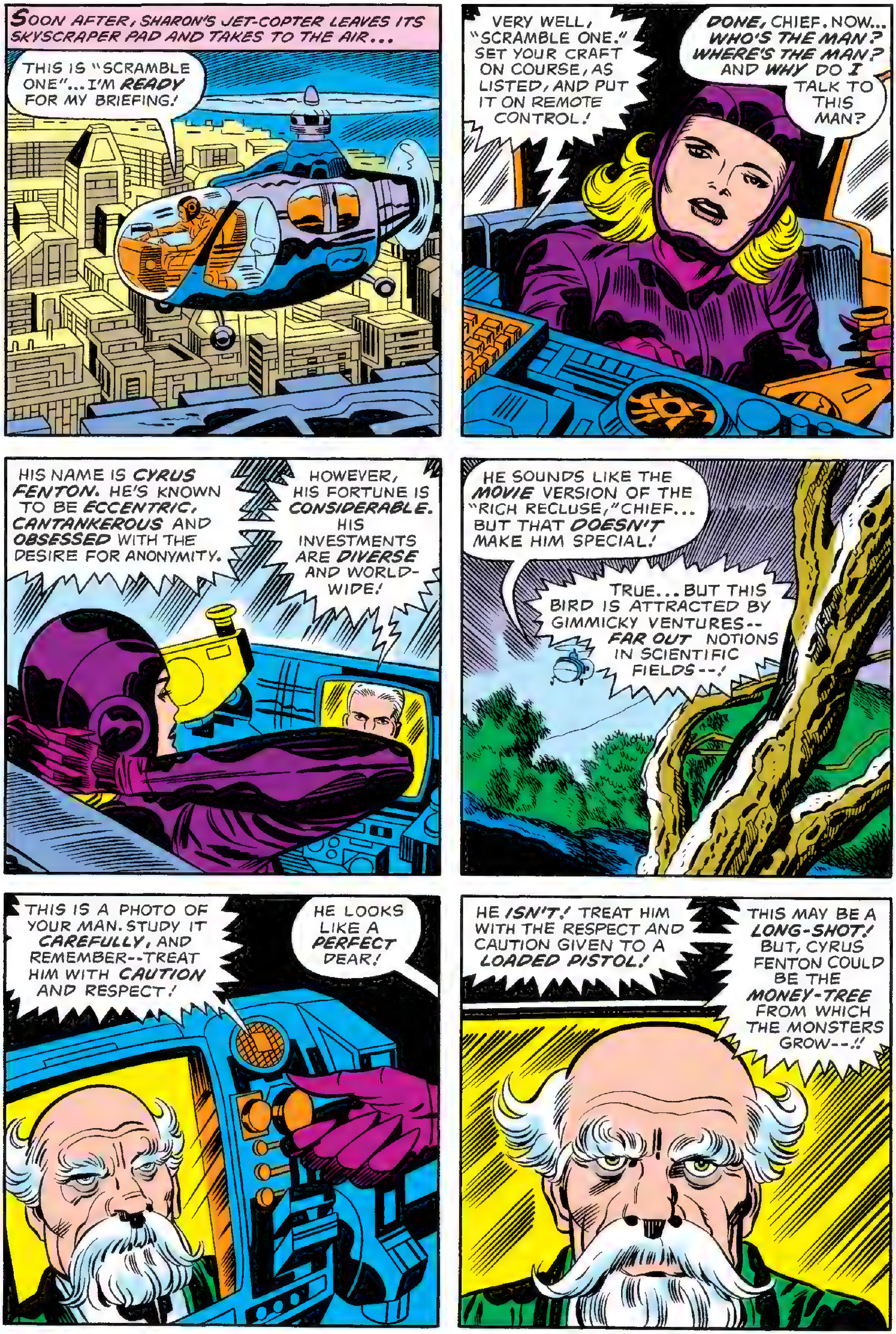

HIGH ON A CASTLE WALL, A METAL SHUTTER SWINGS INWARD TO RECEIVE THE NEW OCCUPANTS...
ONCE INSIDE THE CHAMBER, THE CAPTIVES ARE QUICKLY RELEASED AND HURLED TO THE FLOOR.
THEN--!
CLANK!
BLAST! THE SHUTTER CLOSED BEFORE I COULD GET TO IT!
W-WE'RE TRAPPED!
W-WHAT DOES THAT DEMON, ZOLA, INTEND TO DO WITH US?! THERE'S NO TELLING WHAT MAY HAPPEN NEXT!
UHHHHH--! CAN'T BUDGE THIS SHUTTER!
IT RESISTS MY EVERY EFFORT! THIS IS NOT ORDINARY METAL! I-IT FEELS--ALMOST WARM--PLIANT--ALIVE--!!
DONNA MARIA--! THIS SHUTTER IS--ORGANIC!!
T-THAT'S HORRIBLE! --HORRIBLE! HOW FAR HAS THAT MONSTER GONE WITH HIS EXPERIMENTS!!?
HOLD ME--HOLD ME CLOSE! THIS MADNESS LOSES ITS TERROR--WHEN YOU'RE NEAR ME...
YEAH--WELL--I-I UNDERSTAND, DONNA MARIA.--B-BUT WE'D DO WELL TO JUST--CONCENTRATE ON--ESCAPE!

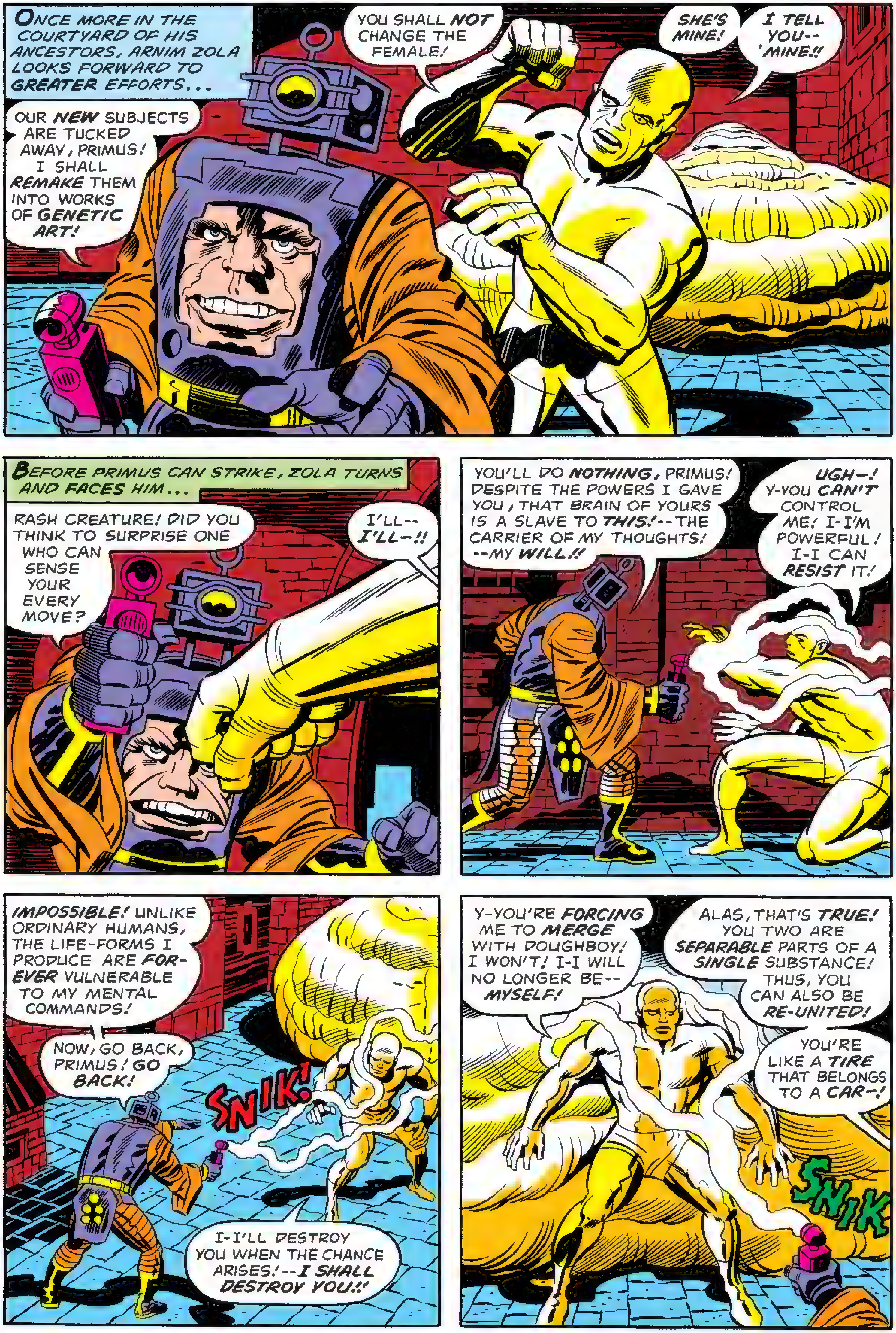

THERE IS LITTLE COMFORT IN THE TOUCH OF FRIENDLY ARMS. THE MIGHT OF CAPTAIN AMERICA HAS BEEN SEVERELY CHALLENGED BY THIS BIZARRE SITUATION. MUSCLE AND COMBAT EXPERIENCE HAVE PROVEN INEFFECTIVE! IN THIS SINISTER ENVIRONMENT OF ROGUE BIOLOGY, EACH CORNER OF THE CHAMBER IS A LIVING MENACE!--AND, WHEN THE SHADOWS BEGIN TO MOVE---!!!
I-I SEE SOMETHING--! --BUT, I CAN'T TELL WHAT IT IS!!
THE LIGHT IS SO DIM! YET, I KNOW IT IS THERE! IT MOVES IN SOME STRANGE MANNER--IN HALTING STEPS--LIKE A MAN--LEARNING TO WALK!
WE'LL SOON FIND OUT WHAT THAT THING IS...
STAND BACK!
I-IT'S MOVING TOWARDS US!

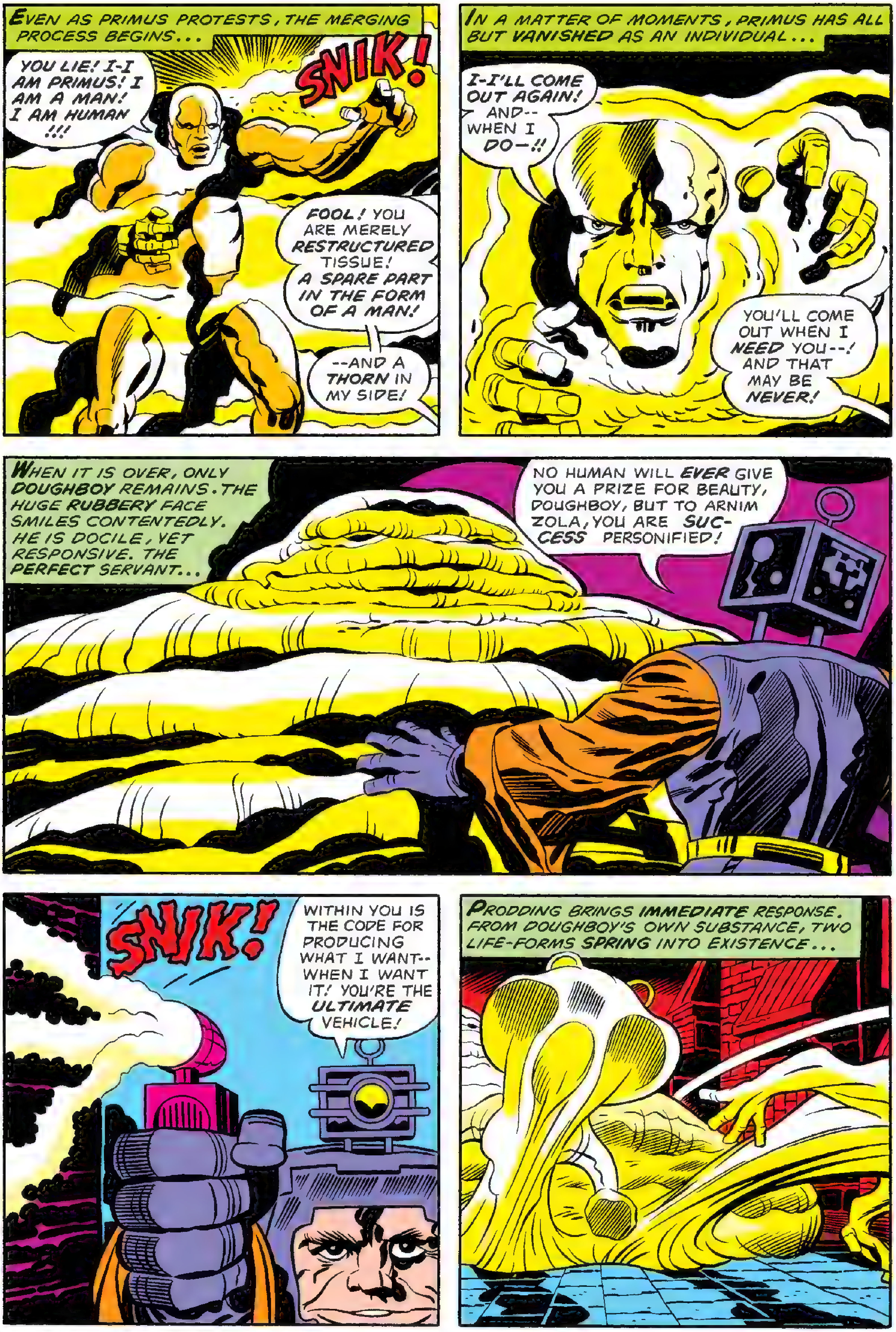

BUT ARNIM ZOLA HAS A LONG SHADOW. IT ALSO FALLS UPON THE FALCON THOUSANDS OF MILES AWAY...
I MUST TAKE SHELTER OR RISK A POUNDING BY THIS AVALANCHE OF LOOSENED BOULDERS!
UNAWARE OF CAP'S WHEREABOUTS, HIS SEARCH HAS LED HIM TO A STRANGE ENCOUNTER IN A WILD AREA OF ONE OF NORTH AMERICA'S GREAT FORESTS...
THERE'S SOMETHING ON THE CREST OF THIS CLIFF! --SOMETHING BIG!!
IT'S PLAYING COY, TOO! --LIKE TEARING OFF THE TOP OF THIS CLIFF AND TOSSING THE MESS AT ME!
IT DOESN'T LIKE CURIOSITY SEEKERS, THAT'S FOR SURE!
--GOT TO GET A CLOSER LOOK AT THAT THING! IT WAS TOO FAR OFF, ON THE FIRST TRY! BUT THE SHAPE OF IT WAS ENOUGH TO SHAKE A DUDE!
THE RAIN OF ROCKS SEEMS TO HAVE PASSED!
IT'S TIME FOR ANOTHER TRY! --AND THE BEST APPROACH IS THE DIRECT APPROACH!
HERE COMES COMPANY, BIG BIRD--!

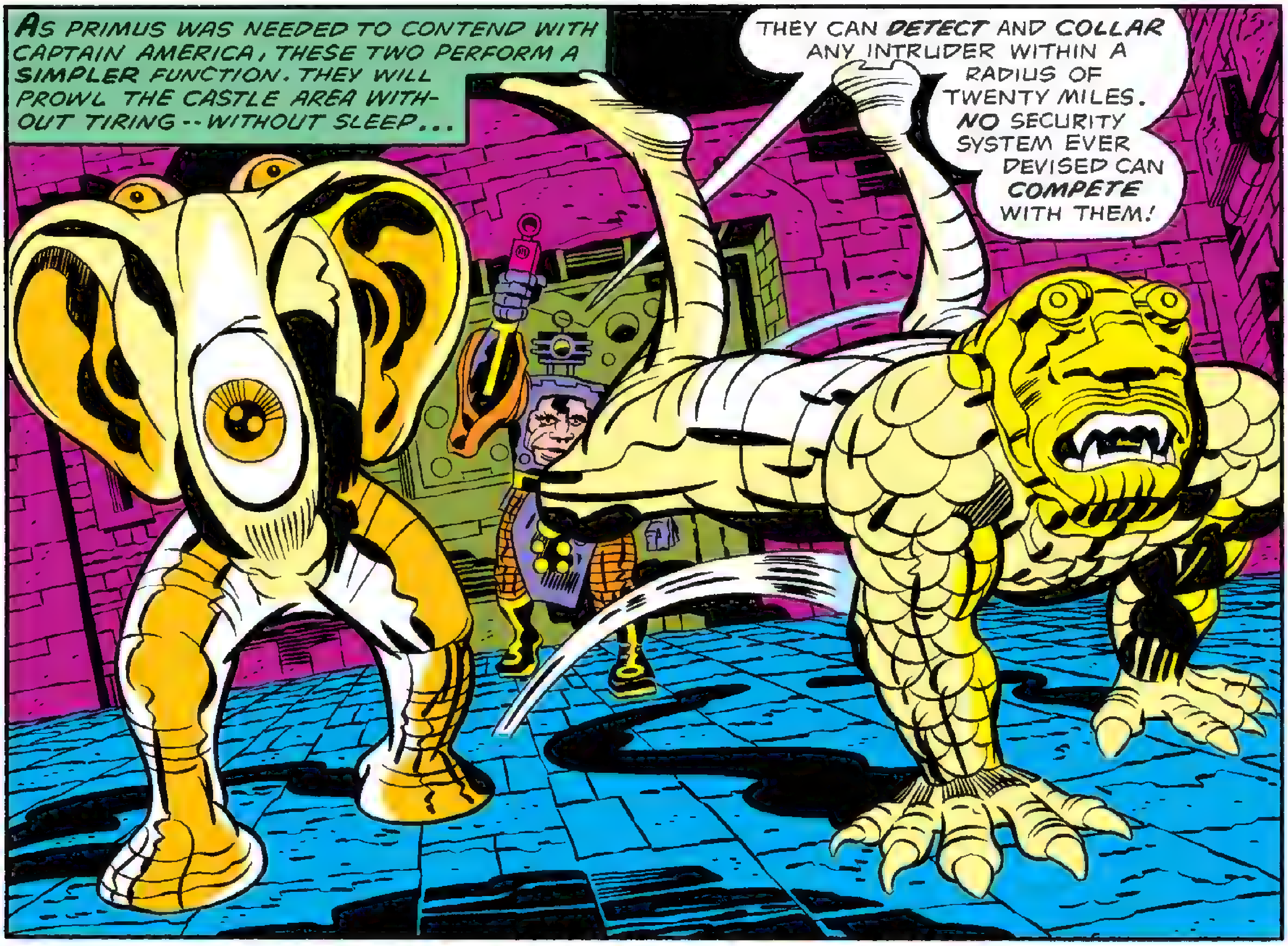

THE FALCON STREAKS SKYWARD! HE IS A WINGED MISSILE, FLASHING TOWARDS THE CROWN OF THE CLIFF! WHATEVER IT IS THAT LURKS ON THE LOFTY CRAG, WAITS AND LISTENS IN OMINOUS SILENCE. BORN AND BRED WITH OTHER LIFE-FORMS IN ARNIM ZOLA'S LABORATORY, IT HAS BEEN GIVEN A NATURAL ENVIRONMENT IN WHICH TO THRIVE... YET IT IS A STRANGER TO THIS WORLD--WITH A FEARSOME POTENTIAL FOR MASS DESTRUCTION!! WHEN THE FALCON SHOOTS INTO SIGHT, HE COMES FACE TO FACE WITH ONE OF THE SECRET HORRORS IN SHIELD'S FILE 116!!
SKRAAWWK!
OH... LORD!

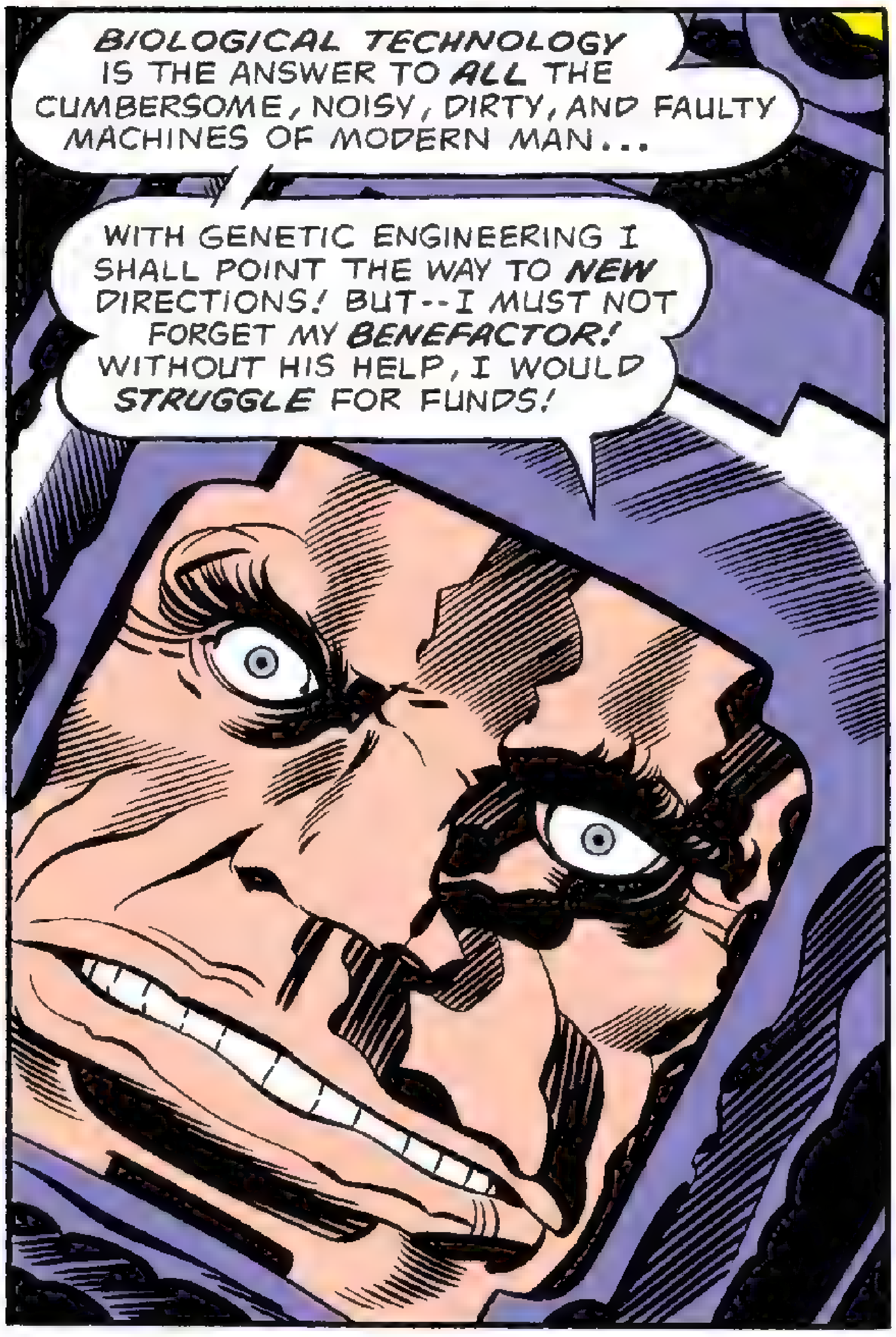

MEANWHILE, IN A REGIONAL OFFICE OF SHIELD, THE WEB OF FILE 116 HAS ALSO INVADED A MORE *INTIMATE* SECTOR OF CAPTAIN AMERICA'S LIFE...
READY FOR **WORK**, SHARON? I LIKE YOUR ***NEW*** HAIR-DO.
THAT TAKES CARE OF THE SWEET TALK. NOW--GIVE ME THE ***HARD*** FACTS!
THINGS ARE GETTING ***ROUGHER*** EACH DAY! ***SHIELD*** FOUND ANOTHER MONSTER JUST THIS MORNING--AND ***LOST*** TWO GOOD AGENTS IN THE CAPTURE! AT THIS RATE, WE COULD BLOW THE WHOLE BALL GAME!
THEN OUR OBJECTIVE IS TO FIND THE ***COACH*** OF THE ***OTHER*** TEAM!
NOT EASY. OUR COMPUTERS SAY HE'S A ***LONER***, A BIO-CHEMIST AND PROBABLY A ***PIONEER*** OF THE NEW SCIENCE OF ***GENETIC ENGINEERING!***
BUT, SURELY, SOMEONE MUST KNOW HIM... MEN IN THE SAME FIELD!
WE'VE RUN THROUGH THE LIST OF "BIGS" AND "LITTLES" WITHOUT SUCCESS. THEY'VE GIVEN US DRY LEADS...
YOU MAY BE OUR LAST CHANCE TO RUN THIS MAD GENIUS DOWN.
THEN, I TAKE IT YOU HAVE A ***FINAL*** LEAD FOR ***ME*** TO WORK ON?
YES... WE FEEL THAT OUR PIGEON MAY NEED ***OUTSIDE*** FINANCING FOR HIS ***FRANKENSTEIN FACTORY!*** IT'S OUR ONE HOPE--AND IT MAY REST ON ***ONE*** MAN!
DOES THIS INCLUDE HIS ***IDENTITY?***
YOU'LL FIND OUR NOTES IN ***THIS***.
FILE 116
NO. YOU'LL BE GIVEN HIS NAME AND SHOWN HIS PHOTO WHEN YOU'RE ***AIRBORNE!***
I MUST ***FLY*** THEN--MUSTN'T I?

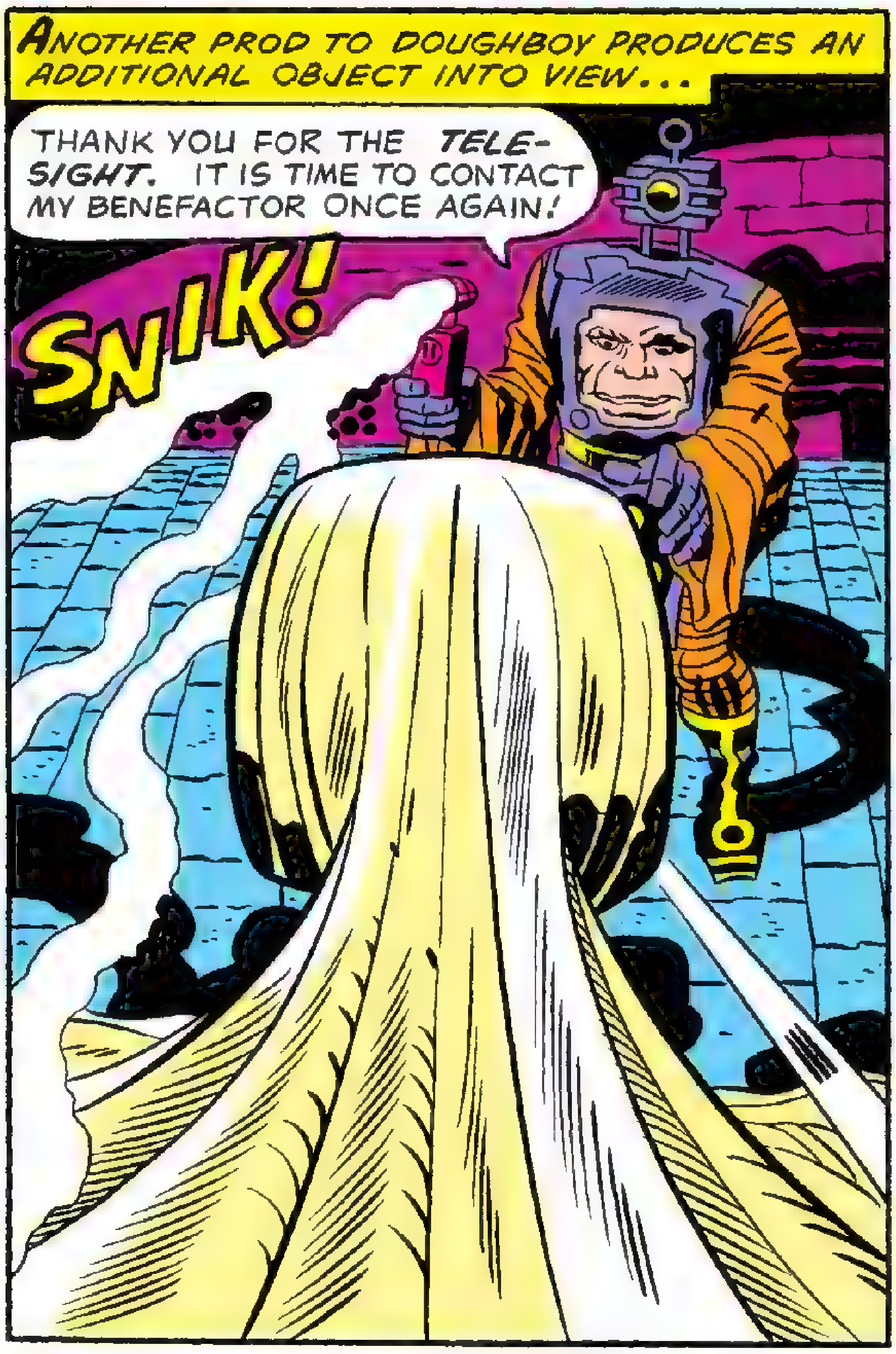

SOON AFTER, SHARON'S JET-COPTER LEAVES ITS SKYSCRAPER PAD AND TAKES TO THE AIR...
THIS IS "SCRAMBLE ONE"... I'M READY FOR MY BRIEFING!
VERY WELL, "SCRAMBLE ONE." SET YOUR CRAFT ON COURSE, AS LISTED, AND PUT IT ON REMOTE CONTROL!
DONE, CHIEF. NOW... WHO'S THE MAN? WHERE'S THE MAN? AND WHY DO I TALK TO THIS MAN?
HIS NAME IS CYRUS FENTON. HE'S KNOWN TO BE ECCENTRIC, CANTANKEROUS AND OBSESSED WITH THE DESIRE FOR ANONYMITY.
HOWEVER, HIS FORTUNE IS CONSIDERABLE. HIS INVESTMENTS ARE DIVERSE AND WORLD-WIDE!
HE SOUNDS LIKE THE MOVIE VERSION OF THE "RICH RECLUSE," CHIEF... BUT THAT DOESN'T MAKE HIM SPECIAL!
TRUE... BUT THIS BIRD IS ATTRACTED BY GIMMICKY VENTURES-- FAR OUT NOTIONS IN SCIENTIFIC FIELDS--!
THIS IS A PHOTO OF YOUR MAN. STUDY IT CAREFULLY, AND REMEMBER--TREAT HIM WITH CAUTION AND RESPECT!
HE LOOKS LIKE A PERFECT DEAR!
HE ISN'T! TREAT HIM WITH THE RESPECT AND CAUTION GIVEN TO A LOADED PISTOL!
THIS MAY BE A LONG-SHOT! BUT, CYRUS FENTON COULD BE THE MONEY-TREE FROM WHICH THE MONSTERS GROW--!!

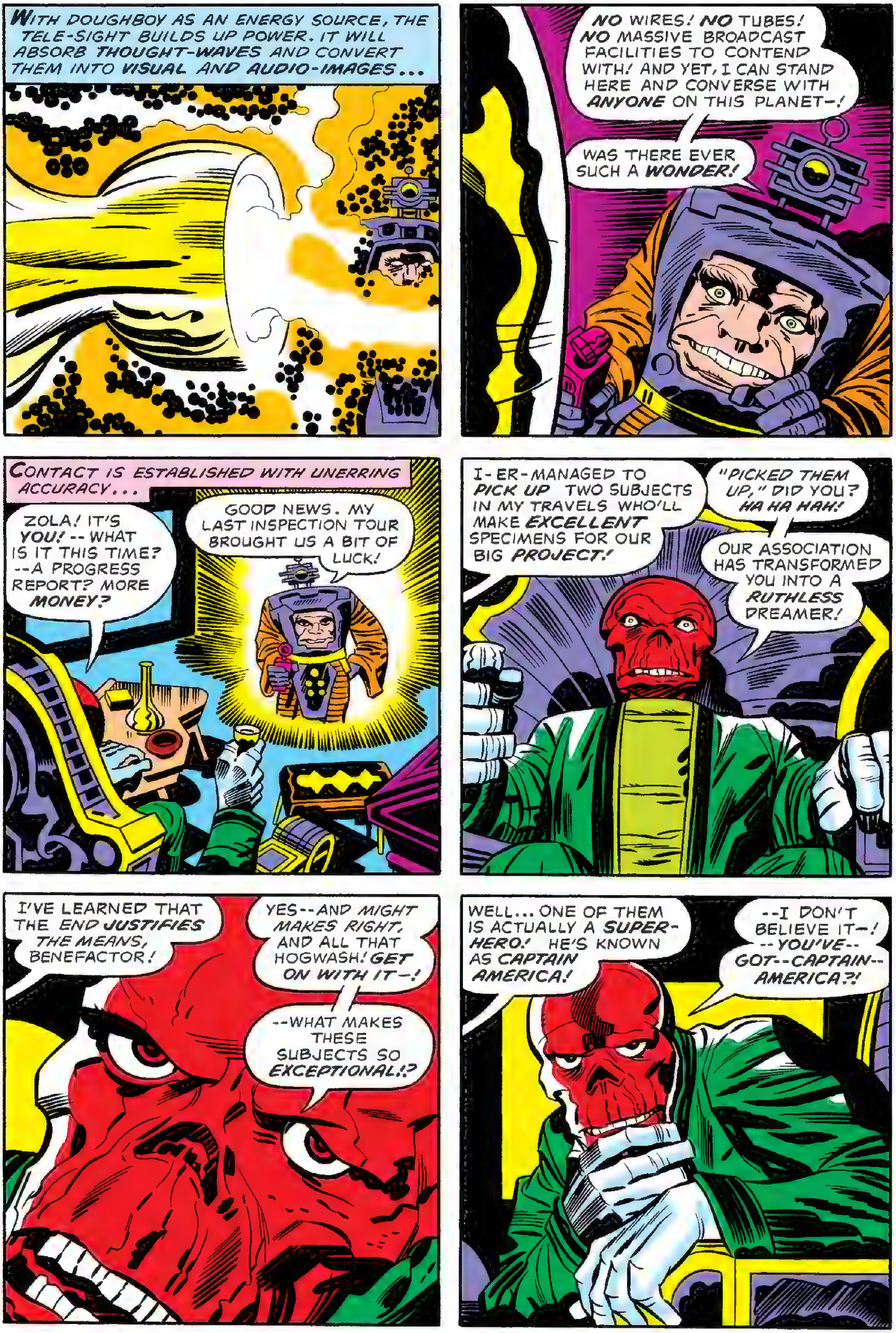

ONCE MORE IN THE COURTYARD OF HIS ANCESTORS, ARNIM ZOLA LOOKS FORWARD TO GREATER EFFORTS...
YOU SHALL NOT CHANGE THE FEMALE!
SHE'S MINE!
I TELL YOU-- 'MINE!!
OUR NEW SUBJECTS ARE TUCKED AWAY, PRIMUS! I SHALL REMAKE THEM INTO WORKS OF GENETIC ART!
BEFORE PRIMUS CAN STRIKE, ZOLA TURNS AND FACES HIM...
RASH CREATURE! DID YOU THINK TO SURPRISE ONE WHO CAN SENSE YOUR EVERY MOVE?
I'LL-- I'LL--!!
YOU'LL DO NOTHING, PRIMUS! DESPITE THE POWERS I GAVE YOU, THAT BRAIN OF YOURS IS A SLAVE TO THIS!--THE CARRIER OF MY THOUGHTS! --MY WILL!!
UGH--! Y-YOU CAN'T CONTROL ME! I-I'M POWERFUL! I-I CAN RESIST IT!
IMPOSSIBLE! UNLIKE ORDINARY HUMANS, THE LIFE-FORMS I PRODUCE ARE FOREVER VULNERABLE TO MY MENTAL COMMANDS!
NOW, GO BACK, PRIMUS! GO BACK!
SNIK!
I-I'LL DESTROY YOU WHEN THE CHANCE ARISES!--I SHALL DESTROY YOU!!
Y-YOU'RE FORCING ME TO MERGE WITH DOUGHBOY! I WON'T! I-I WILL NO LONGER BE-- MYSELF!
ALAS, THAT'S TRUE! YOU TWO ARE SEPARABLE PARTS OF A SINGLE SUBSTANCE! THUS, YOU CAN ALSO BE RE-UNITED!
YOU'RE LIKE A TIRE THAT BELONGS TO A CAR--!
SNIK

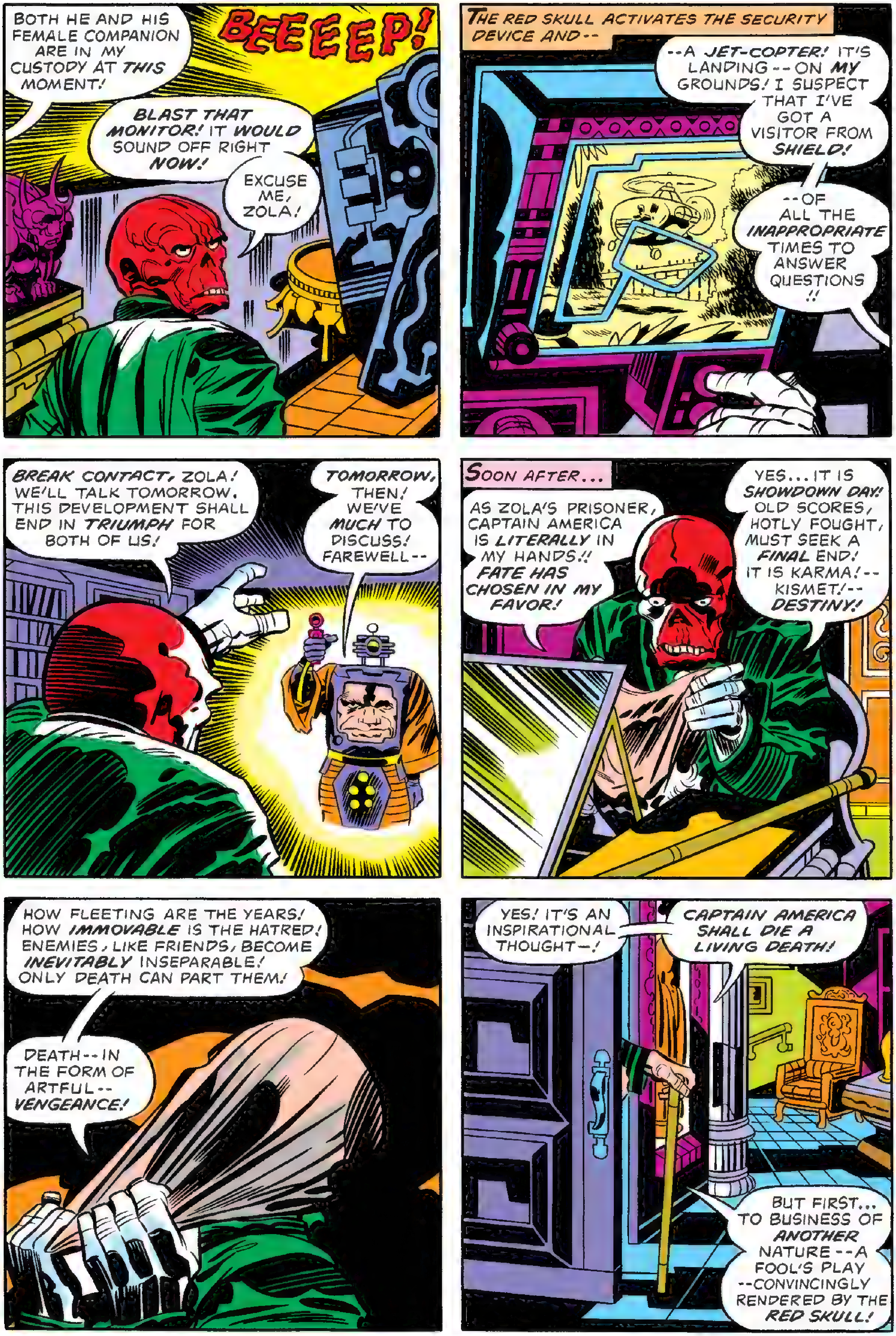

EVEN AS PRIMUS PROTESTS, THE MERGING PROCESS BEGINS...
SNIK!
YOU LIE! I-I AM PRIMUS! I AM A MAN! I AM HUMAN !!!
FOOL! YOU ARE MERELY RESTRUCTURED TISSUE! A SPARE PART IN THE FORM OF A MAN!
--AND A THORN IN MY SIDE!
IN A MATTER OF MOMENTS, PRIMUS HAS ALL BUT VANISHED AS AN INDIVIDUAL...
I-I'LL COME OUT AGAIN! AND-- WHEN I DO--!!
YOU'LL COME OUT WHEN I NEED YOU--! AND THAT MAY BE NEVER!
WHEN IT IS OVER, ONLY DOUGHBOY REMAINS. THE HUGE RUBBERY FACE SMILES CONTENTEDLY. HE IS DOCILE, YET RESPONSIVE. THE PERFECT SERVANT...
NO HUMAN WILL EVER GIVE YOU A PRIZE FOR BEAUTY, DOUGHBOY, BUT TO ARNIM ZOLA, YOU ARE SUCCESS PERSONIFIED!
SNIK!
WITHIN YOU IS THE CODE FOR PRODUCING WHAT I WANT-- WHEN I WANT IT! YOU'RE THE ULTIMATE VEHICLE!
PRODDING BRINGS IMMEDIATE RESPONSE. FROM DOUGHBOY'S OWN SUBSTANCE, TWO LIFE-FORMS SPRING INTO EXISTENCE...

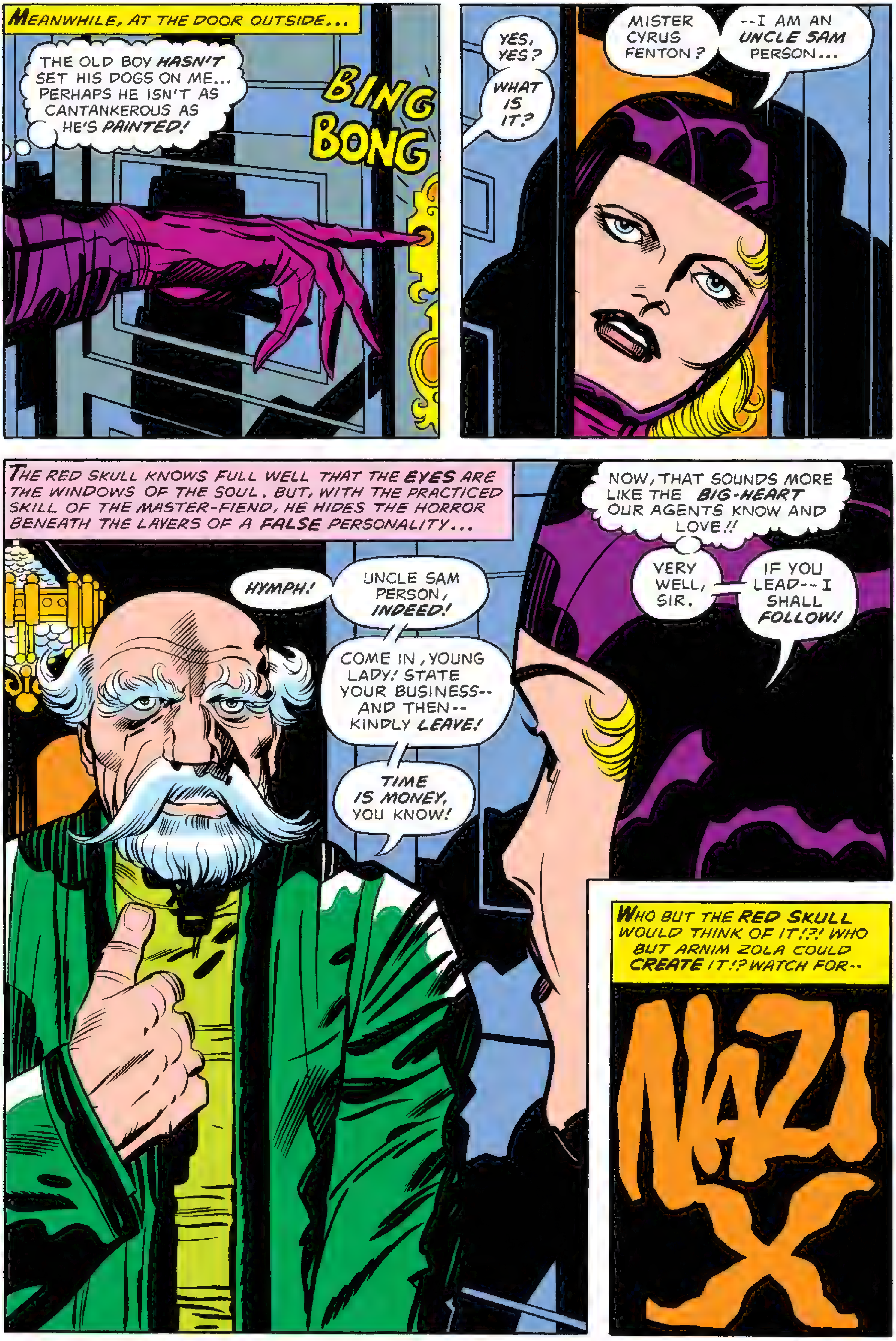

AS PRIMUS WAS NEEDED TO CONTEND WITH CAPTAIN AMERICA, THESE TWO PERFORM A SIMPLER FUNCTION. THEY WILL PROWL THE CASTLE AREA WITHOUT TIRING--WITHOUT SLEEP...
THEY CAN DETECT AND COLLAR ANY INTRUDER WITHIN A RADIUS OF TWENTY MILES. NO SECURITY SYSTEM EVER DEVISED CAN COMPETE WITH THEM!

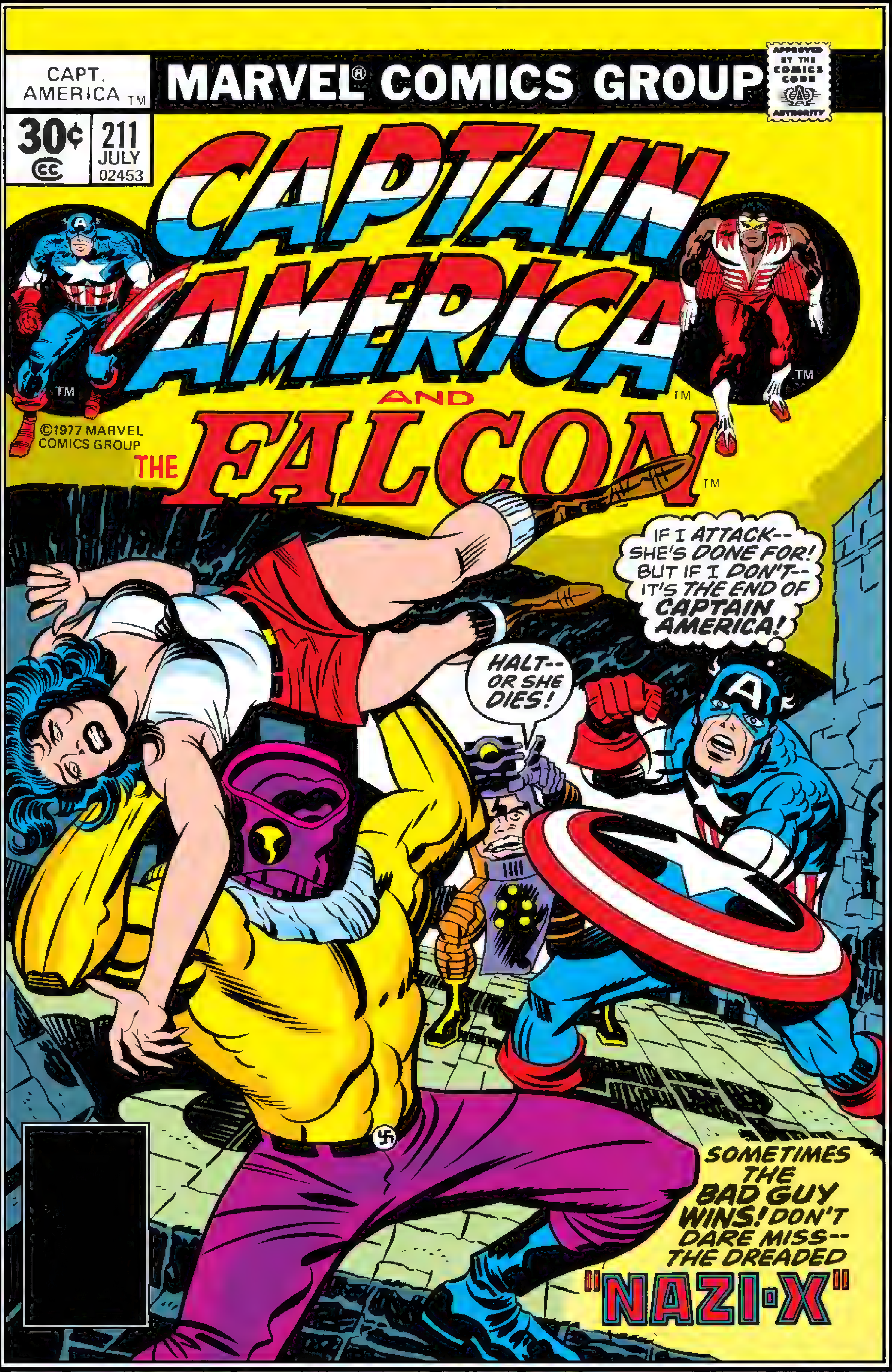

BIOLOGICAL TECHNOLOGY IS THE ANSWER TO ALL THE CUMBERSOME, NOISY, DIRTY, AND FAULTY MACHINES OF MODERN MAN...
WITH GENETIC ENGINEERING I SHALL POINT THE WAY TO NEW DIRECTIONS! BUT--I MUST NOT FORGET MY BENEFACTOR! WITHOUT HIS HELP, I WOULD STRUGGLE FOR FUNDS!


ANOTHER PROD TO DOUGHBOY PRODUCES AN ADDITIONAL OBJECT INTO VIEW...
THANK YOU FOR THE TELE-SIGHT. IT IS TIME TO CONTACT MY BENEFACTOR ONCE AGAIN!
SNIK!


WITH DOUGHBOY AS AN ENERGY SOURCE, THE TELE-SIGHT BUILDS UP POWER. IT WILL ABSORB THOUGHT-WAVES AND CONVERT THEM INTO VISUAL AND AUDIO-IMAGES...
NO WIRES! NO TUBES! NO MASSIVE BROADCAST FACILITIES TO CONTEND WITH! AND YET, I CAN STAND HERE AND CONVERSE WITH ANYONE ON THIS PLANET--!
WAS THERE EVER SUCH A WONDER!
CONTACT IS ESTABLISHED WITH UNERRING ACCURACY...
ZOLA! IT'S YOU! -- WHAT IS IT THIS TIME? --A PROGRESS REPORT? MORE MONEY?
GOOD NEWS. MY LAST INSPECTION TOUR BROUGHT US A BIT OF LUCK!
I-ER-MANAGED TO PICK UP TWO SUBJECTS IN MY TRAVELS WHO'LL MAKE EXCELLENT SPECIMENS FOR OUR BIG PROJECT!
"PICKED THEM UP," DID YOU? HA HA HAH!
OUR ASSOCIATION HAS TRANSFORMED YOU INTO A RUTHLESS DREAMER!
I'VE LEARNED THAT THE END JUSTIFIES THE MEANS, BENEFACTOR!
YES--AND MIGHT MAKES RIGHT, AND ALL THAT HOGWASH! GET ON WITH IT--!
--WHAT MAKES THESE SUBJECTS SO EXCEPTIONAL!?
WELL... ONE OF THEM IS ACTUALLY A SUPER-HERO! HE'S KNOWN AS CAPTAIN AMERICA!
--I DON'T BELIEVE IT--! --YOU'VE-- GOT--CAPTAIN-- AMERICA?!


BOTH HE AND HIS FEMALE COMPANION ARE IN MY CUSTODY AT *THIS* MOMENT!
BEEEEEP!
BLAST THAT MONITOR! IT *WOULD* SOUND OFF RIGHT *NOW!*
EXCUSE ME, ZOLA!
THE RED SKULL ACTIVATES THE SECURITY DEVICE AND--
--A *JET-COPTER!* IT'S LANDING--ON *MY* GROUNDS! I SUSPECT THAT I'VE GOT A VISITOR FROM *SHIELD!*
--OF ALL THE *INAPPROPRIATE* TIMES TO ANSWER QUESTIONS!!
BREAK CONTACT, ZOLA! WE'LL TALK TOMORROW. THIS DEVELOPMENT SHALL END IN *TRIUMPH* FOR BOTH OF US!
TOMORROW, THEN! WE'VE *MUCH* TO DISCUSS! FAREWELL--
SOON AFTER...
AS ZOLA'S PRISONER, CAPTAIN AMERICA IS *LITERALLY* IN MY HANDS!! *FATE HAS CHOSEN IN MY FAVOR!*
YES...IT IS *SHOWDOWN DAY!!* OLD SCORES, HOTLY FOUGHT, MUST SEEK A *FINAL* END! IT IS KARMA!--KISMET!--*DESTINY!*
HOW FLEETING ARE THE YEARS! HOW *IMMOVABLE* IS THE HATRED! ENEMIES, LIKE FRIENDS, BECOME *INEVITABLY* INSEPARABLE! ONLY DEATH CAN PART THEM!
DEATH--IN THE FORM OF ARTFUL--*VENGEANCE!*
YES! IT'S AN INSPIRATIONAL THOUGHT--!
CAPTAIN AMERICA SHALL DIE A LIVING DEATH!
BUT FIRST...TO BUSINESS OF *ANOTHER* NATURE--A FOOL'S PLAY--CONVINCINGLY RENDERED BY THE *RED SKULL!*


MEANWHILE, AT THE DOOR OUTSIDE...
THE OLD BOY HASN'T SET HIS DOGS ON ME... PERHAPS HE ISN'T AS CANTANKEROUS AS HE'S PAINTED!
BING BONG
YES, YES?
WHAT IS IT?
MISTER CYRUS FENTON?
--I AM AN UNCLE SAM PERSON...
THE RED SKULL KNOWS FULL WELL THAT THE EYES ARE THE WINDOWS OF THE SOUL. BUT, WITH THE PRACTICED SKILL OF THE MASTER-FIEND, HE HIDES THE HORROR BENEATH THE LAYERS OF A FALSE PERSONALITY...
HYMPH!
UNCLE SAM PERSON, INDEED!
COME IN, YOUNG LADY! STATE YOUR BUSINESS-- AND THEN-- KINDLY LEAVE!
TIME IS MONEY, YOU KNOW!
NOW, THAT SOUNDS MORE LIKE THE BIG-HEART OUR AGENTS KNOW AND LOVE!!
VERY WELL, SIR.
IF YOU LEAD-- I SHALL FOLLOW!
WHO BUT THE RED SKULL WOULD THINK OF IT!?! WHO BUT ARNIM ZOLA COULD CREATE IT!? WATCH FOR--
NAZI X


CAPT. AMERICA TM
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
CC
211
JULY
02453
CAPTAIN AMERICA
AND
THE FALCON
©1977 MARVEL COMICS GROUP
IF I ATTACK-- SHE'S DONE FOR! BUT IF I DON'T-- IT'S THE END OF CAPTAIN AMERICA!
HALT-- OR SHE DIES!
SOMETIMES THE BAD GUY WINS! DON'T DARE MISS-- THE DREADED "NAZI-X"

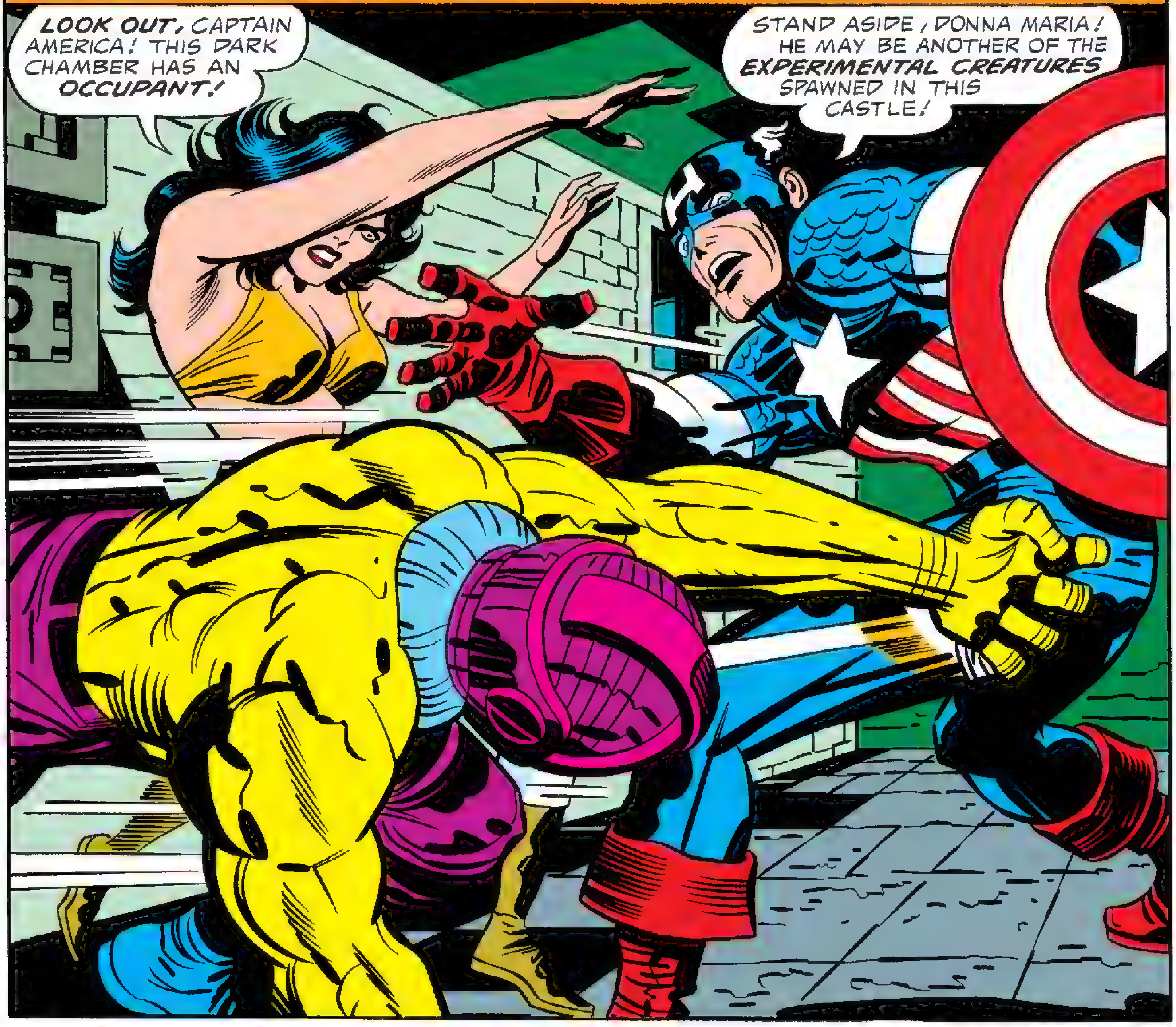
1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation...*to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

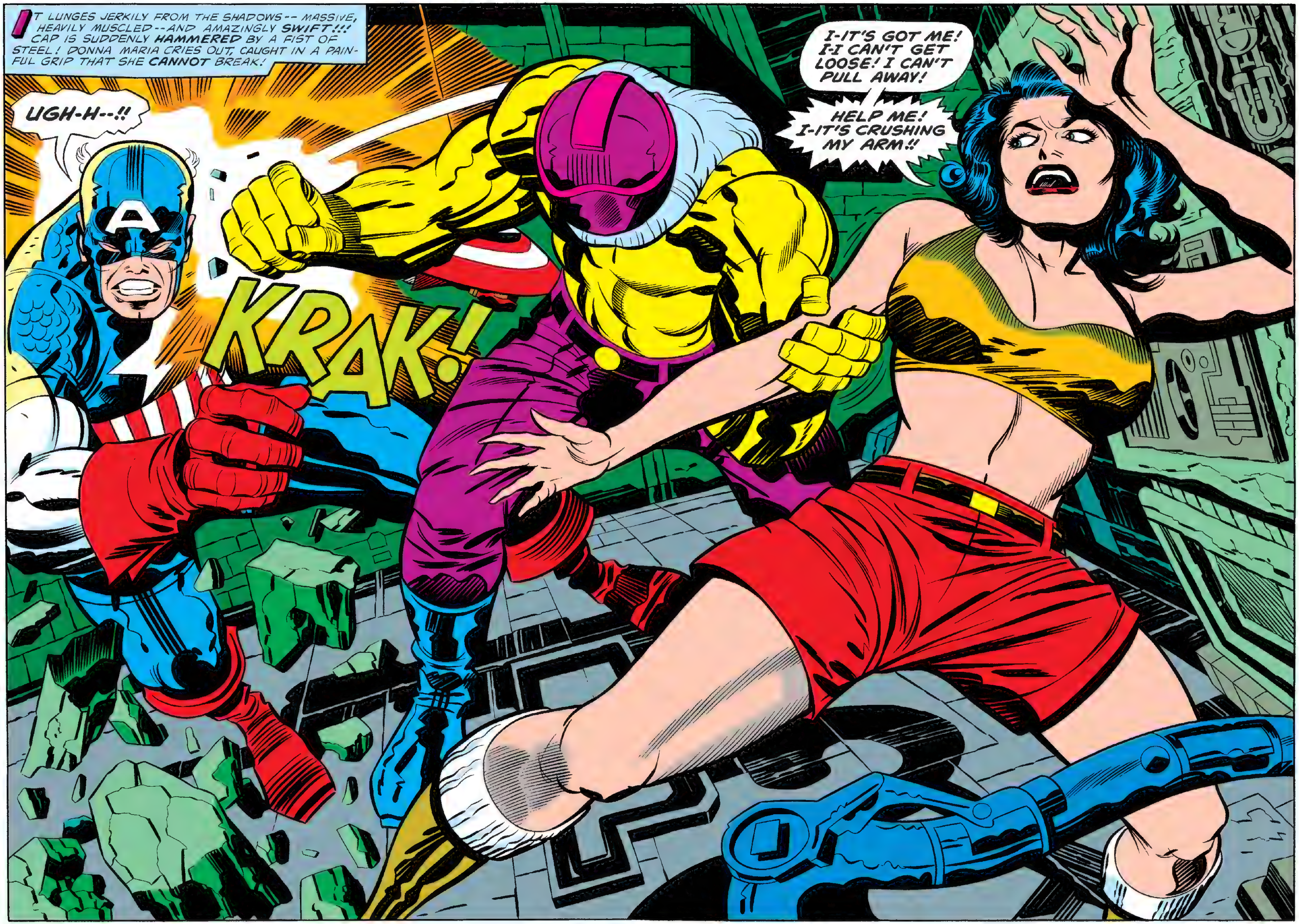
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

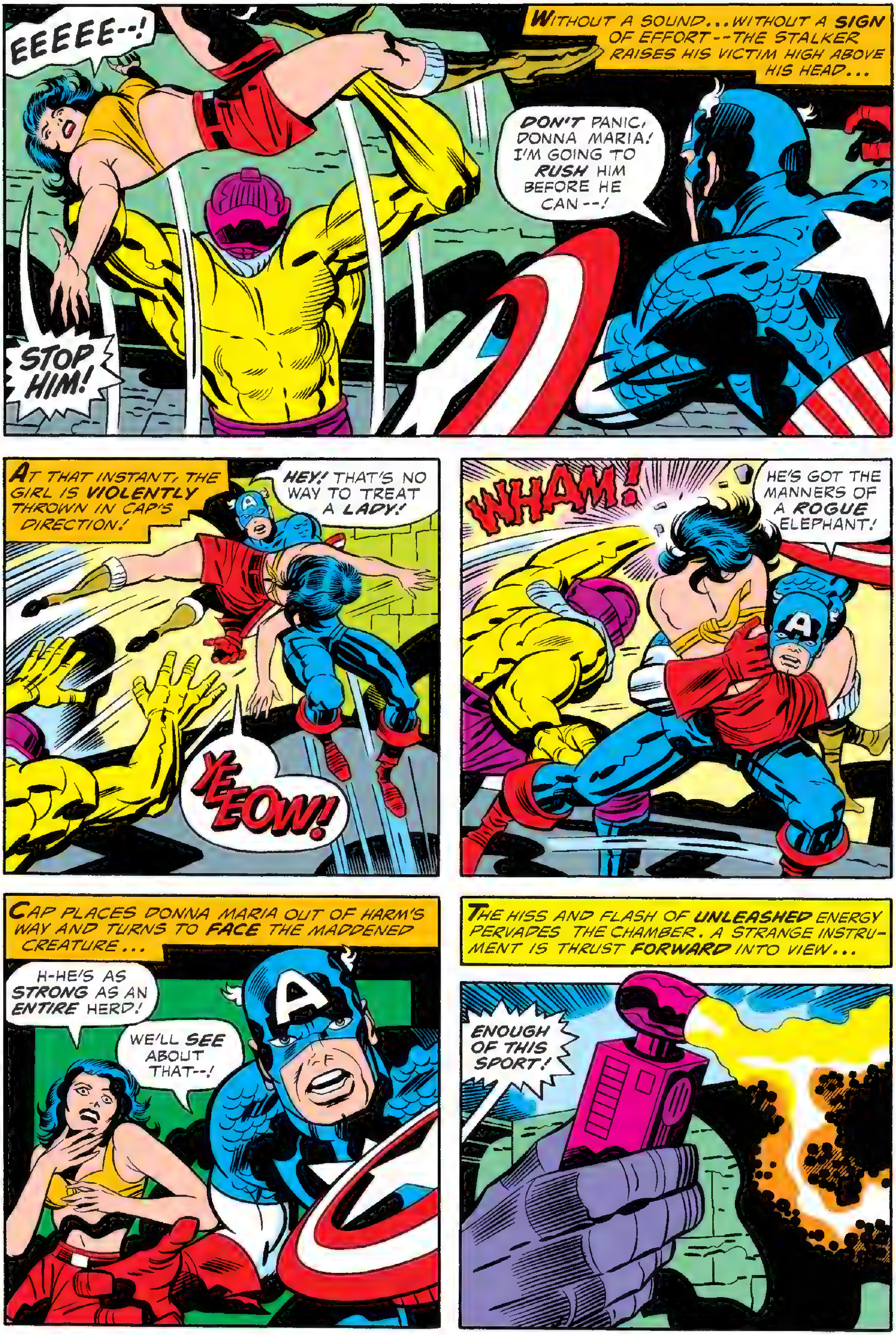
EDITED, WRITTEN, AND DRAWN BY: **JACK KIRBY** • LETTERED AND INKED BY: **MICHAEL W. ROYER** • COLORED BY: **GLYNIS WEIN** • ADMIRED BY: **A. GOODWIN**

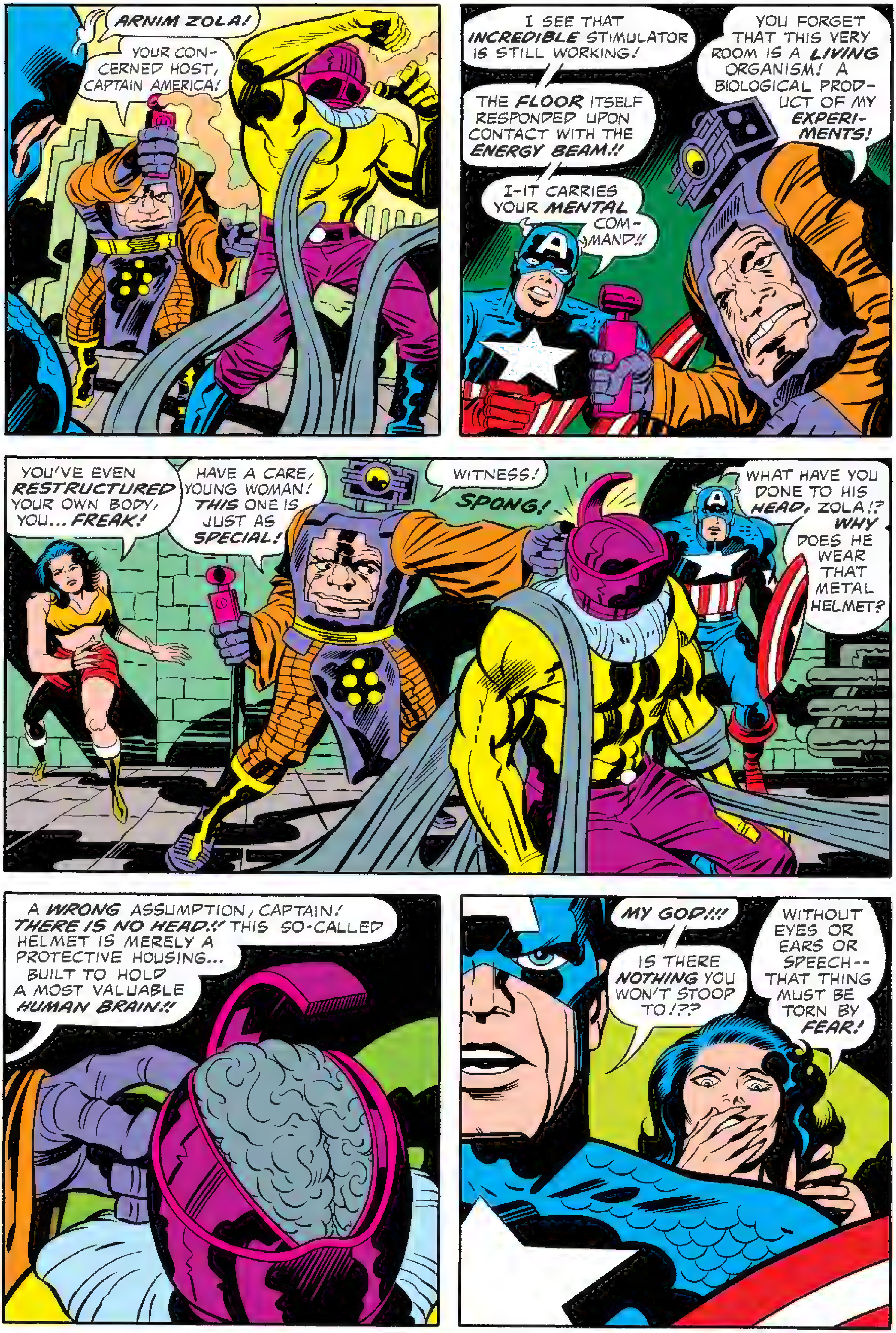
TWO POWERFUL ***SUPER-VILLAINS, TWO*** *OF THE FOXIEST* ***HEROINES*** *EVER, DEFYING THEIR EVIL MACHINATIONS! A WORLD FAMOUS* ***SUPERHERO,*** *WITH DARING AND WIT! AN ANCIENT CASTLE OF* ***NIGHTMARE,*** *WHERE THE SCIENCE OF BIOLOGY HAS* ***RUN AMUCK!*** *CAN ONE ADD MORE TO THIS MOST EXCITING AND EXPLOSIVE SITUATION??? **YES!!!***

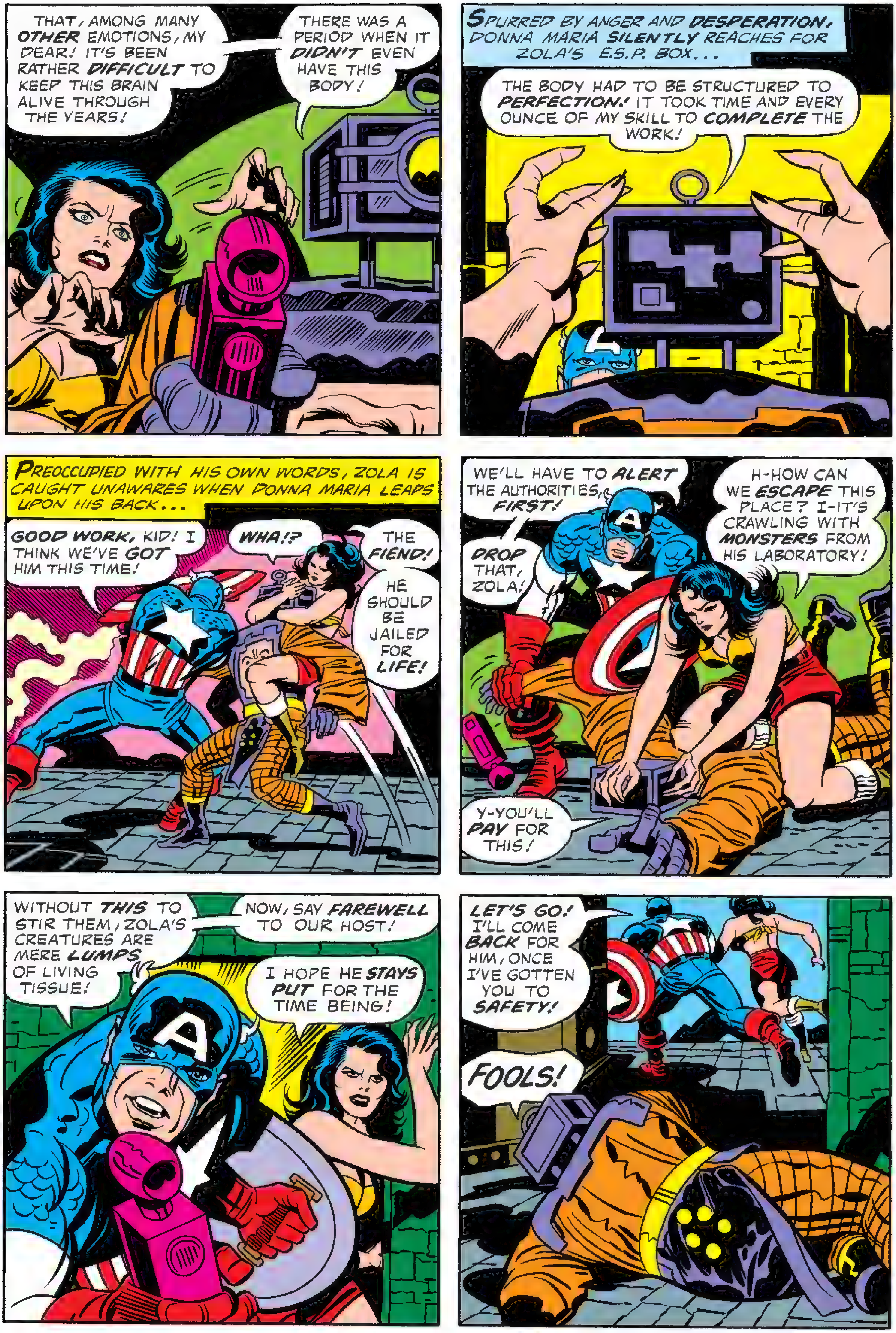
NAZI "X"!

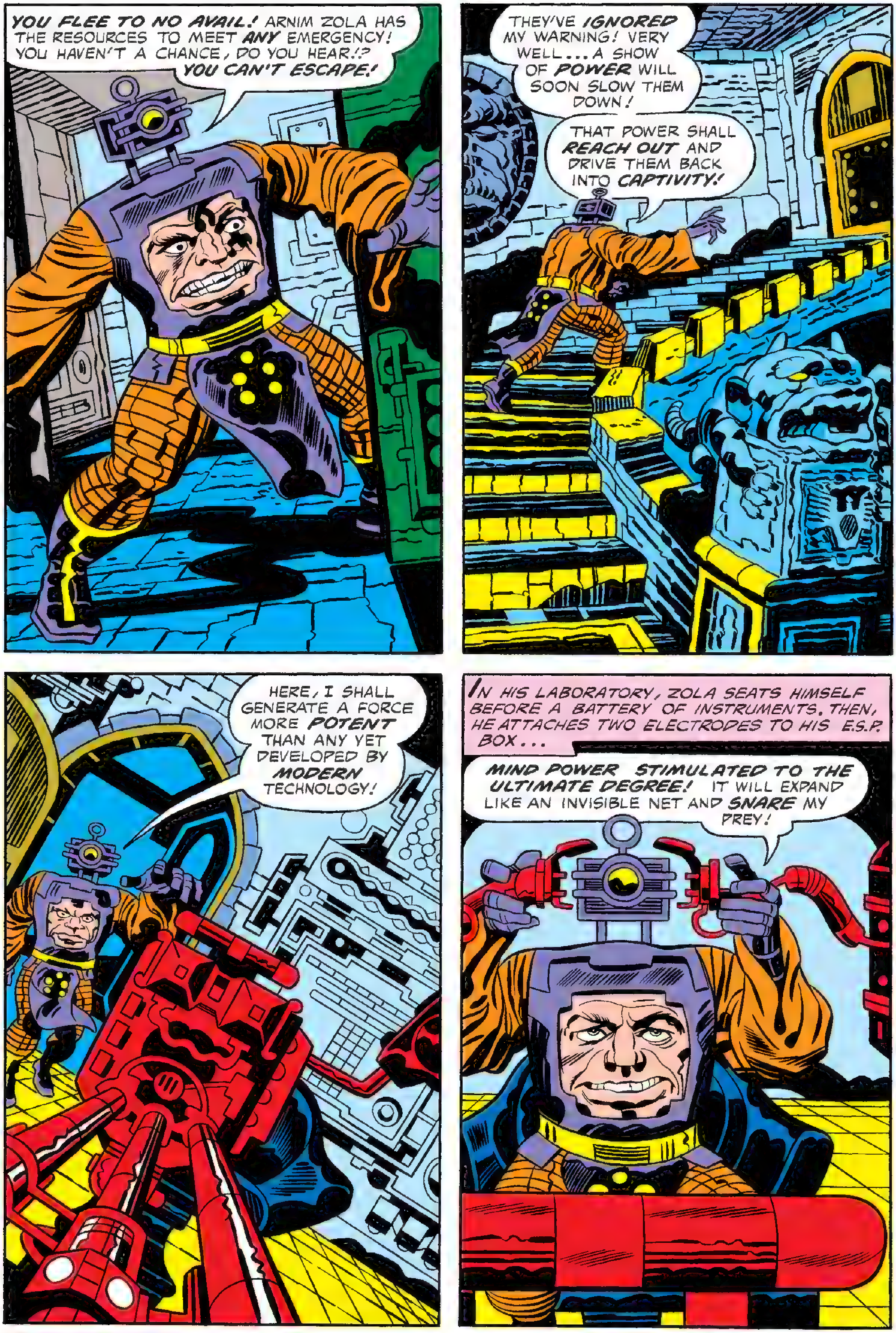

LOOK OUT, CAPTAIN AMERICA! THIS DARK CHAMBER HAS AN **OCCUPANT!**
STAND ASIDE, DONNA MARIA! HE MAY BE ANOTHER OF THE **EXPERIMENTAL CREATURES** SPAWNED IN THIS CASTLE!

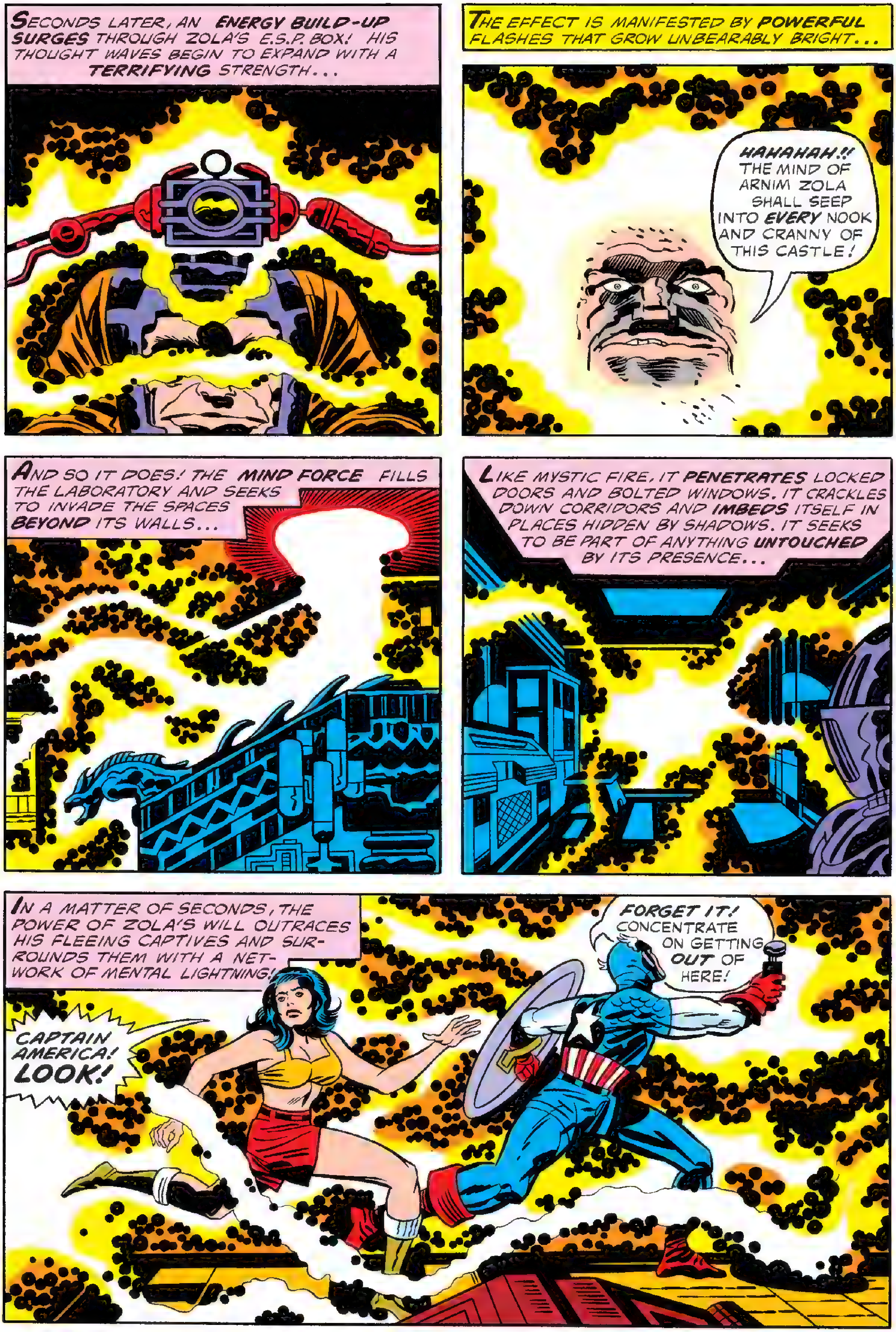

IT LUNGES JERKILY FROM THE SHADOWS -- MASSIVE, HEAVILY MUSCLED -- AND AMAZINGLY **SWIFT!!!** CAP IS SUDDENLY **HAMMERED** BY A FIST OF STEEL! DONNA MARIA CRIES OUT, CAUGHT IN A PAINFUL GRIP THAT SHE **CANNOT** BREAK!
UGH-H--!!
KRAK!
I-IT'S GOT ME! I-I CAN'T GET LOOSE! I CAN'T PULL AWAY!
HELP ME! I-IT'S CRUSHING MY ARM!!

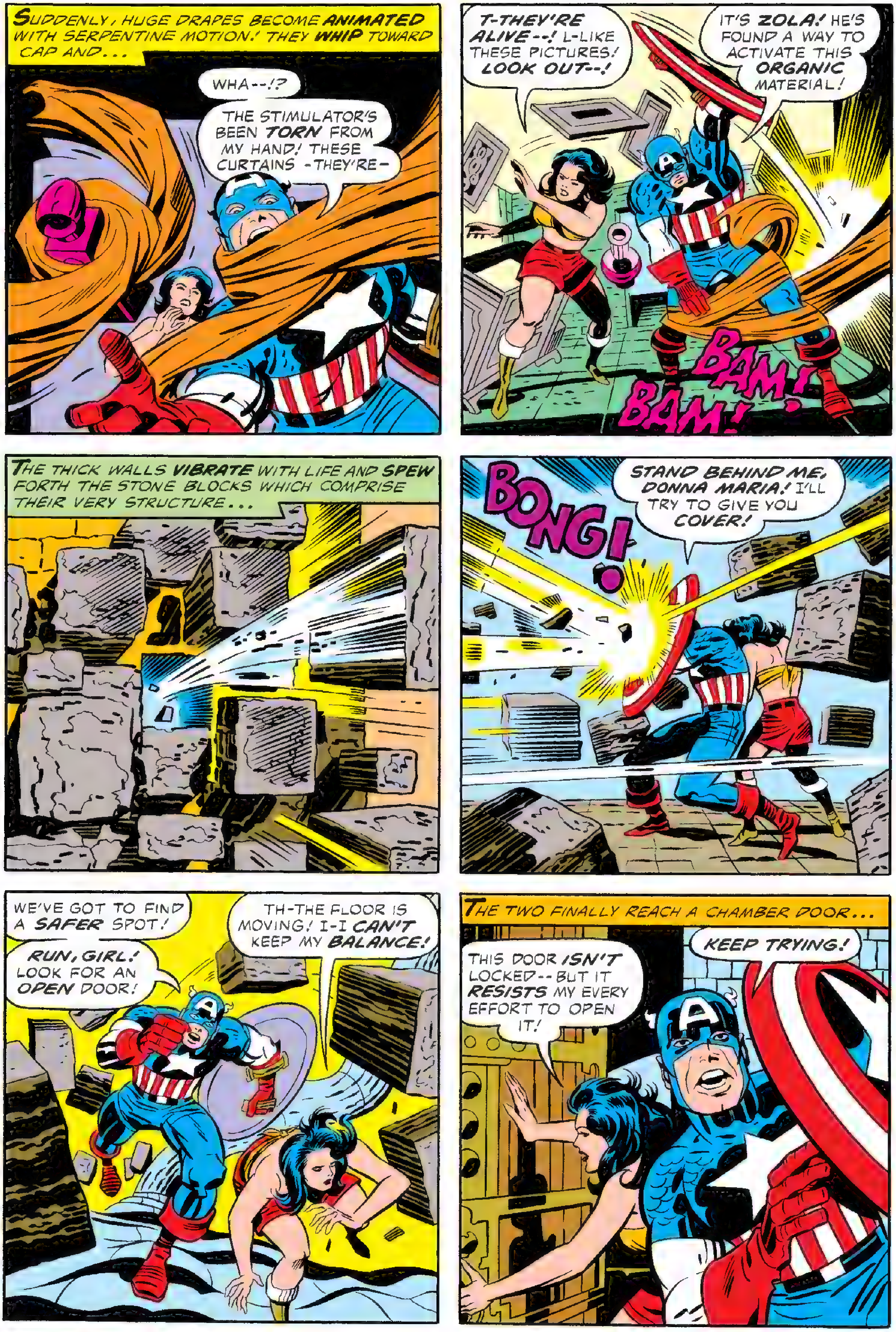

EEEEE--!
WITHOUT A SOUND...WITHOUT A SIGN OF EFFORT--THE STALKER RAISES HIS VICTIM HIGH ABOVE HIS HEAD...
DON'T PANIC, DONNA MARIA! I'M GOING TO RUSH HIM BEFORE HE CAN--!
STOP HIM!
AT THAT INSTANT, THE GIRL IS VIOLENTLY THROWN IN CAP'S DIRECTION!
HEY! THAT'S NO WAY TO TREAT A LADY!
YEEOW!
WHAM!
HE'S GOT THE MANNERS OF A ROGUE ELEPHANT!
CAP PLACES DONNA MARIA OUT OF HARM'S WAY AND TURNS TO FACE THE MADDENED CREATURE...
H-HE'S AS STRONG AS AN ENTIRE HERD!
WE'LL SEE ABOUT THAT--!
THE HISS AND FLASH OF UNLEASHED ENERGY PERVADES THE CHAMBER. A STRANGE INSTRUMENT IS THRUST FORWARD INTO VIEW...
ENOUGH OF THIS SPORT!

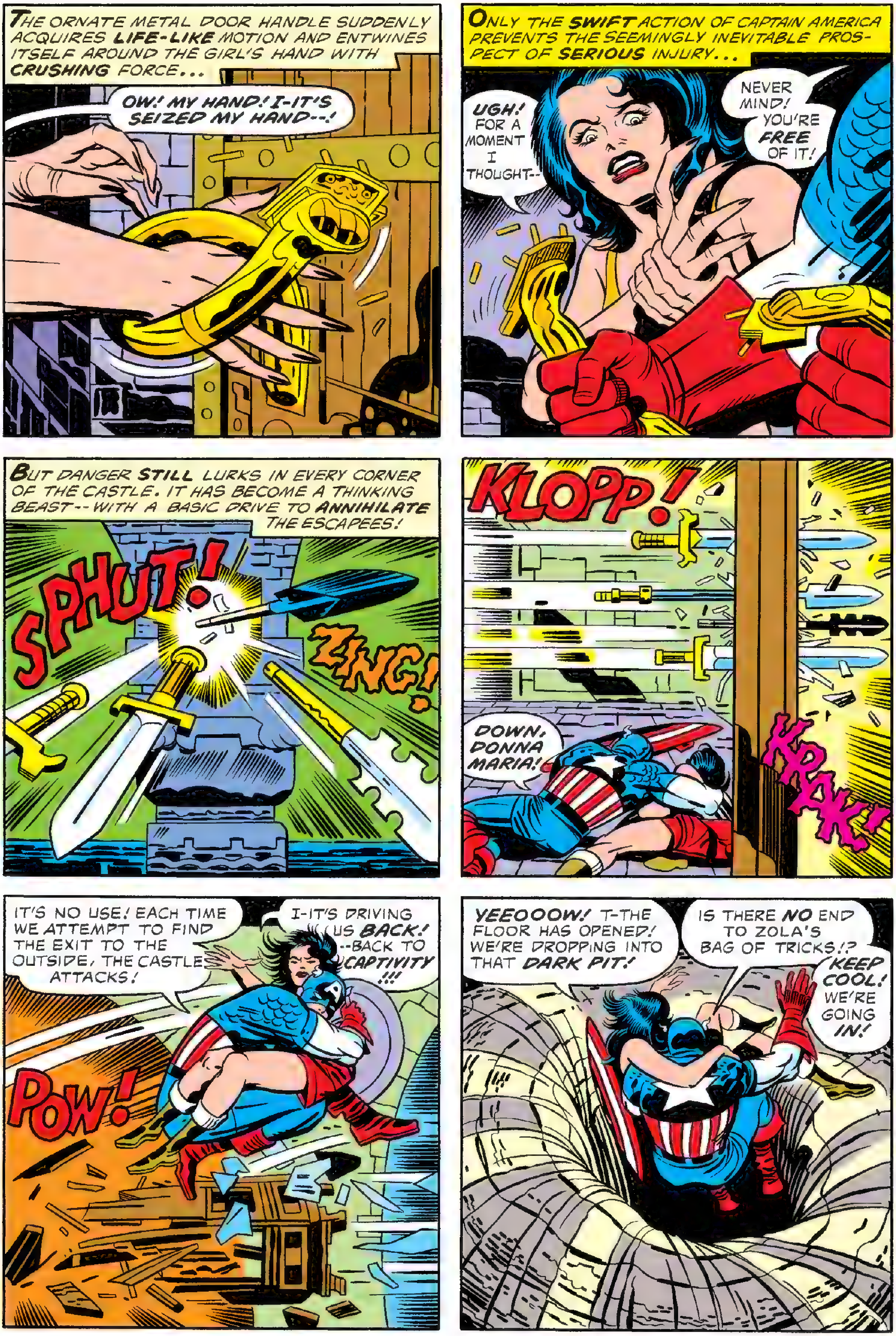

ARNIM ZOLA!
YOUR CONCERNED HOST, CAPTAIN AMERICA!
I SEE THAT INCREDIBLE STIMULATOR IS STILL WORKING!
THE FLOOR ITSELF RESPONDED UPON CONTACT WITH THE ENERGY BEAM!!
I-IT CARRIES YOUR MENTAL COMMAND!!
YOU FORGET THAT THIS VERY ROOM IS A LIVING ORGANISM! A BIOLOGICAL PRODUCT OF MY EXPERIMENTS!
YOU'VE EVEN RESTRUCTURED YOUR OWN BODY, YOU... FREAK!
HAVE A CARE, YOUNG WOMAN! THIS ONE IS JUST AS SPECIAL!
WITNESS!
SPONG!
WHAT HAVE YOU DONE TO HIS HEAD, ZOLA!? WHY DOES HE WEAR THAT METAL HELMET?
A WRONG ASSUMPTION, CAPTAIN! THERE IS NO HEAD!! THIS SO-CALLED HELMET IS MERELY A PROTECTIVE HOUSING... BUILT TO HOLD A MOST VALUABLE HUMAN BRAIN!!
MY GOD!!!
IS THERE NOTHING YOU WON'T STOOP TO!??
WITHOUT EYES OR EARS OR SPEECH-- THAT THING MUST BE TORN BY FEAR!

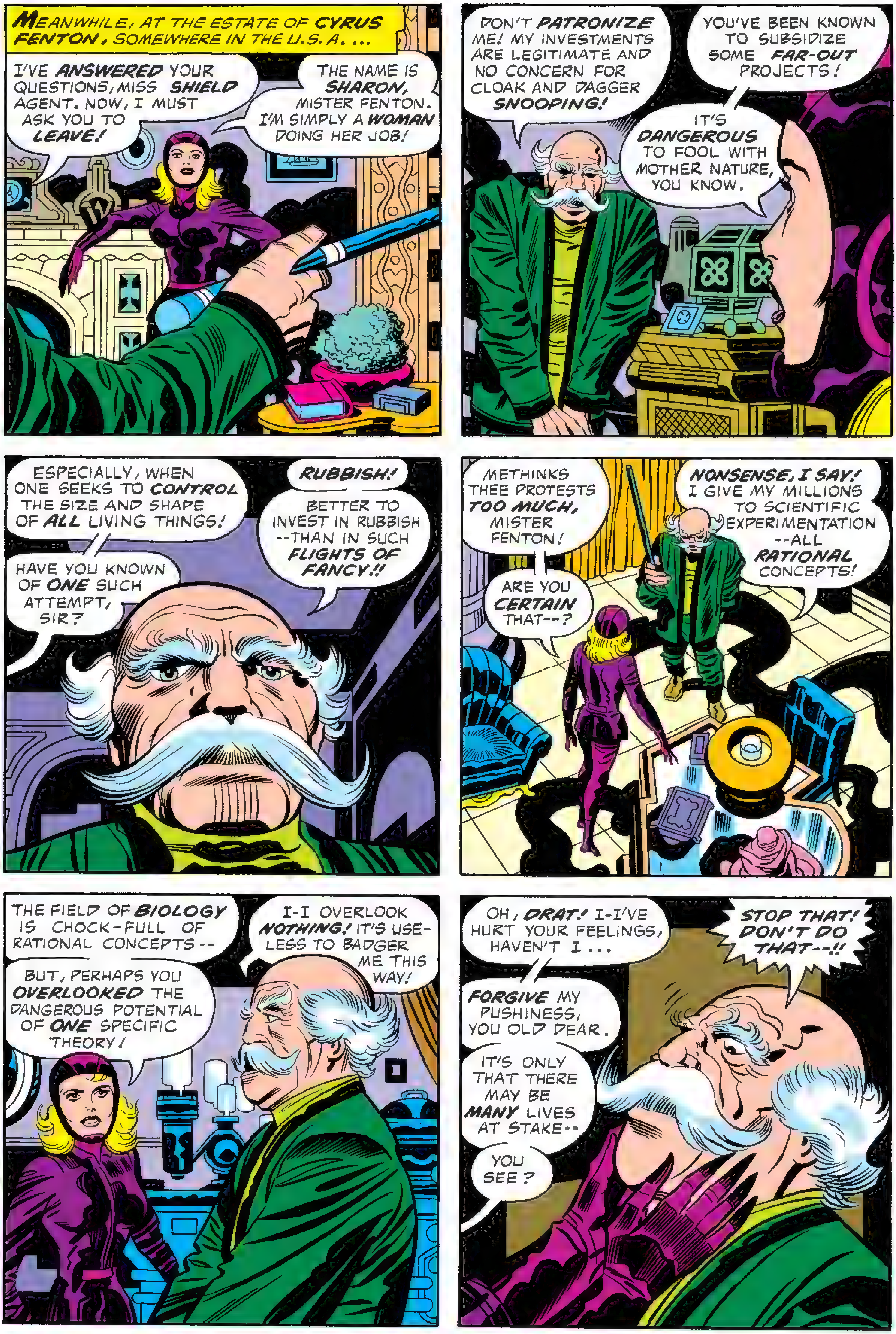

THAT, AMONG MANY OTHER EMOTIONS, MY DEAR! IT'S BEEN RATHER DIFFICULT TO KEEP THIS BRAIN ALIVE THROUGH THE YEARS!
THERE WAS A PERIOD WHEN IT DIDN'T EVEN HAVE THIS BODY!
SPURRED BY ANGER AND DESPERATION, DONNA MARIA SILENTLY REACHES FOR ZOLA'S E.S.P. BOX...
THE BODY HAD TO BE STRUCTURED TO PERFECTION! IT TOOK TIME AND EVERY OUNCE OF MY SKILL TO COMPLETE THE WORK!
PREOCCUPIED WITH HIS OWN WORDS, ZOLA IS CAUGHT UNAWARES WHEN DONNA MARIA LEAPS UPON HIS BACK...
GOOD WORK, KID! I THINK WE'VE GOT HIM THIS TIME!
WHA!?
THE FIEND!
HE SHOULD BE JAILED FOR LIFE!
WE'LL HAVE TO ALERT THE AUTHORITIES, FIRST!
DROP THAT, ZOLA!
H-HOW CAN WE ESCAPE THIS PLACE? I-IT'S CRAWLING WITH MONSTERS FROM HIS LABORATORY!
Y-YOU'LL PAY FOR THIS!
WITHOUT THIS TO STIR THEM, ZOLA'S CREATURES ARE MERE LUMPS OF LIVING TISSUE!
NOW, SAY FAREWELL TO OUR HOST!
I HOPE HE STAYS PUT FOR THE TIME BEING!
LET'S GO! I'LL COME BACK FOR HIM, ONCE I'VE GOTTEN YOU TO SAFETY!
FOOLS!

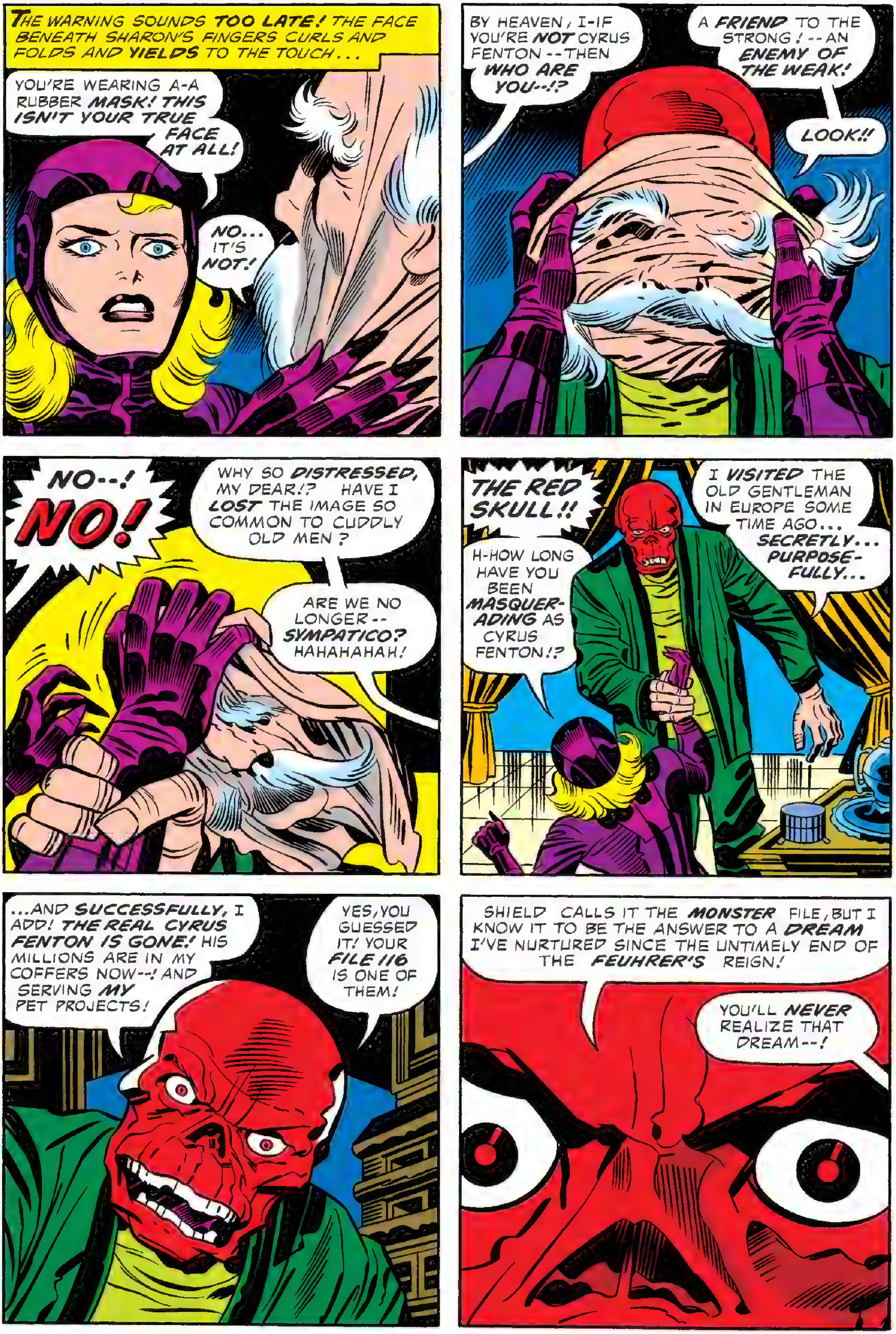

YOU FLEE TO NO AVAIL! ARNIM ZOLA HAS THE RESOURCES TO MEET ANY EMERGENCY! YOU HAVEN'T A CHANCE, DO YOU HEAR!? YOU CAN'T ESCAPE!
THEY'VE IGNORED MY WARNING! VERY WELL... A SHOW OF POWER WILL SOON SLOW THEM DOWN!
THAT POWER SHALL REACH OUT AND DRIVE THEM BACK INTO CAPTIVITY!
HERE, I SHALL GENERATE A FORCE MORE POTENT THAN ANY YET DEVELOPED BY MODERN TECHNOLOGY!
IN HIS LABORATORY, ZOLA SEATS HIMSELF BEFORE A BATTERY OF INSTRUMENTS. THEN, HE ATTACHES TWO ELECTRODES TO HIS E.S.P. BOX...
MIND POWER STIMULATED TO THE ULTIMATE DEGREE! IT WILL EXPAND LIKE AN INVISIBLE NET AND SNARE MY PREY!

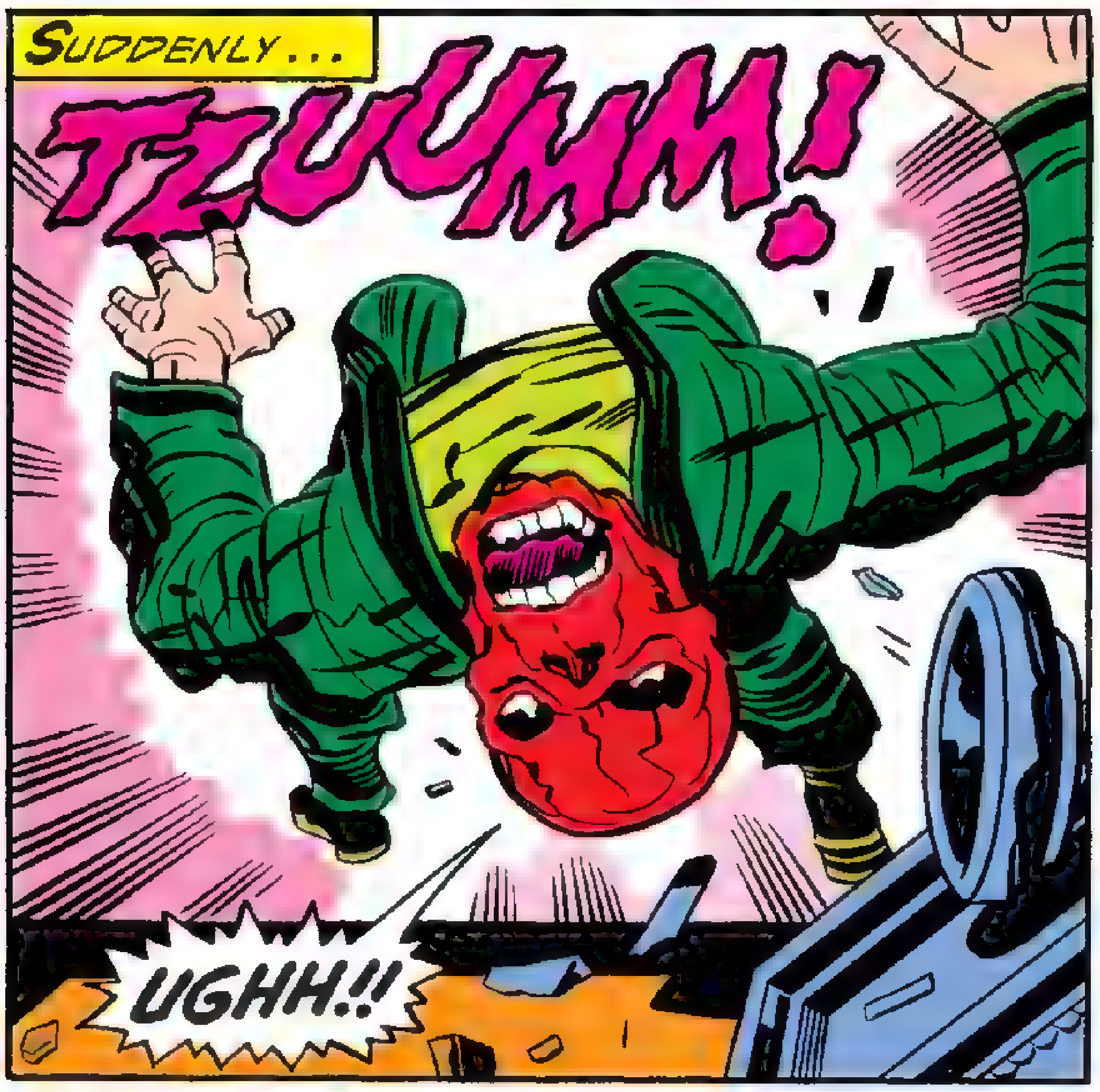

SECONDS LATER, AN ENERGY BUILD-UP SURGES THROUGH ZOLA'S E.S.P. BOX! HIS THOUGHT WAVES BEGIN TO EXPAND WITH A TERRIFYING STRENGTH...
THE EFFECT IS MANIFESTED BY POWERFUL FLASHES THAT GROW UNBEARABLY BRIGHT...
HAHAHAH!! THE MIND OF ARNIM ZOLA SHALL SEEP INTO EVERY NOOK AND CRANNY OF THIS CASTLE!
AND SO IT DOES! THE MIND FORCE FILLS THE LABORATORY AND SEEKS TO INVADE THE SPACES BEYOND ITS WALLS...
LIKE MYSTIC FIRE, IT PENETRATES LOCKED DOORS AND BOLTED WINDOWS. IT CRACKLES DOWN CORRIDORS AND IMBEDS ITSELF IN PLACES HIDDEN BY SHADOWS. IT SEEKS TO BE PART OF ANYTHING UNTOUCHED BY ITS PRESENCE...
IN A MATTER OF SECONDS, THE POWER OF ZOLA'S WILL OUTRACES HIS FLEEING CAPTIVES AND SURROUNDS THEM WITH A NETWORK OF MENTAL LIGHTNING!
CAPTAIN AMERICA! LOOK!
FORGET IT! CONCENTRATE ON GETTING OUT OF HERE!

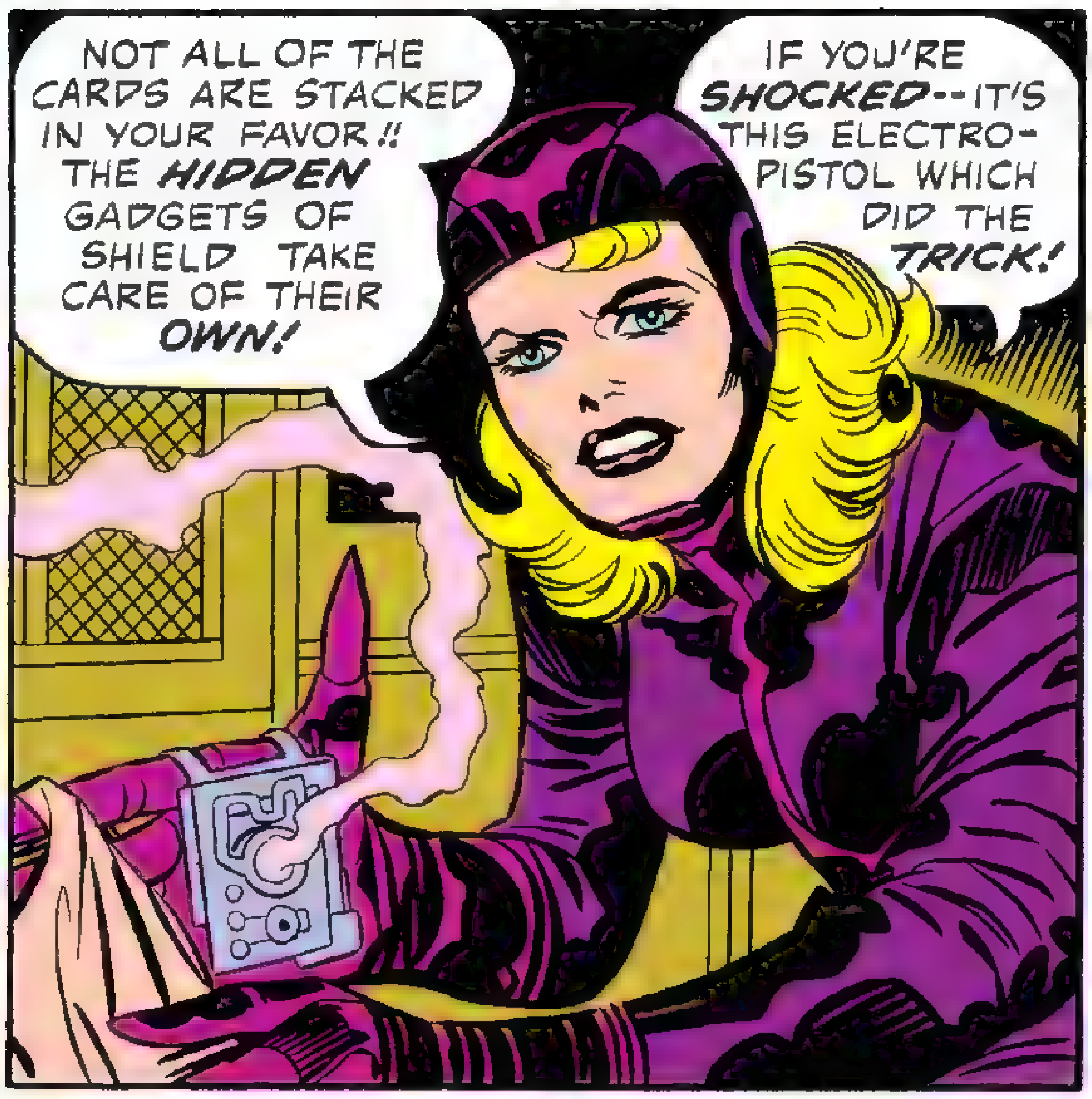

SUDDENLY, HUGE DRAPES BECOME ANIMATED WITH SERPENTINE MOTION! THEY WHIP TOWARD CAP AND...
WHA--!?
THE STIMULATOR'S BEEN TORN FROM MY HAND! THESE CURTAINS -THEY'RE-
T-THEY'RE ALIVE--! L-LIKE THESE PICTURES! LOOK OUT--!
IT'S ZOLA! HE'S FOUND A WAY TO ACTIVATE THIS ORGANIC MATERIAL!
BAM!
BAM!
THE THICK WALLS VIBRATE WITH LIFE AND SPEW FORTH THE STONE BLOCKS WHICH COMPRISE THEIR VERY STRUCTURE...
BONG!
STAND BEHIND ME, DONNA MARIA! I'LL TRY TO GIVE YOU COVER!
WE'VE GOT TO FIND A SAFER SPOT!
RUN, GIRL! LOOK FOR AN OPEN DOOR!
TH-THE FLOOR IS MOVING! I-I CAN'T KEEP MY BALANCE!
THE TWO FINALLY REACH A CHAMBER DOOR...
KEEP TRYING!
THIS DOOR ISN'T LOCKED--BUT IT RESISTS MY EVERY EFFORT TO OPEN IT!

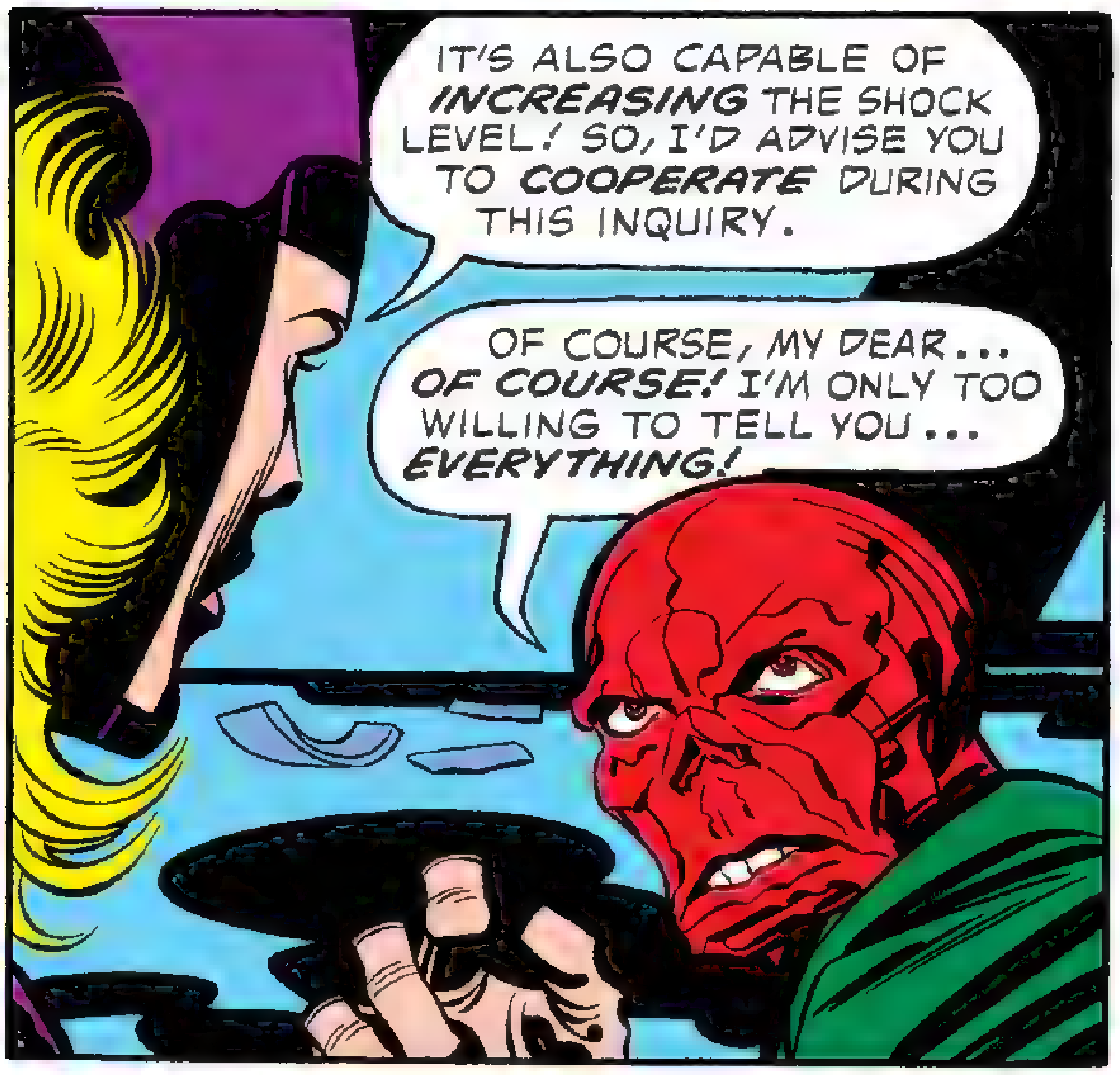

THE ORNATE METAL DOOR HANDLE SUDDENLY ACQUIRES LIFE-LIKE MOTION AND ENTWINES ITSELF AROUND THE GIRL'S HAND WITH CRUSHING FORCE...
OW! MY HAND! I-IT'S SEIZED MY HAND--!
ONLY THE SWIFT ACTION OF CAPTAIN AMERICA PREVENTS THE SEEMINGLY INEVITABLE PROSPECT OF SERIOUS INJURY...
UGH! FOR A MOMENT I THOUGHT--
NEVER MIND! YOU'RE FREE OF IT!
BUT DANGER STILL LURKS IN EVERY CORNER OF THE CASTLE. IT HAS BECOME A THINKING BEAST--WITH A BASIC DRIVE TO ANNIHILATE THE ESCAPEES!
SPHUT!
ZING!
KLOPP!
DOWN, DONNA MARIA!
KRAK!
IT'S NO USE! EACH TIME WE ATTEMPT TO FIND THE EXIT TO THE OUTSIDE, THE CASTLE ATTACKS!
I-IT'S DRIVING US BACK! --BACK TO CAPTIVITY!!!
POW!
YEEOOOW! T-THE FLOOR HAS OPENED! WE'RE DROPPING INTO THAT DARK PIT!
IS THERE NO END TO ZOLA'S BAG OF TRICKS!? KEEP COOL! WE'RE GOING IN!

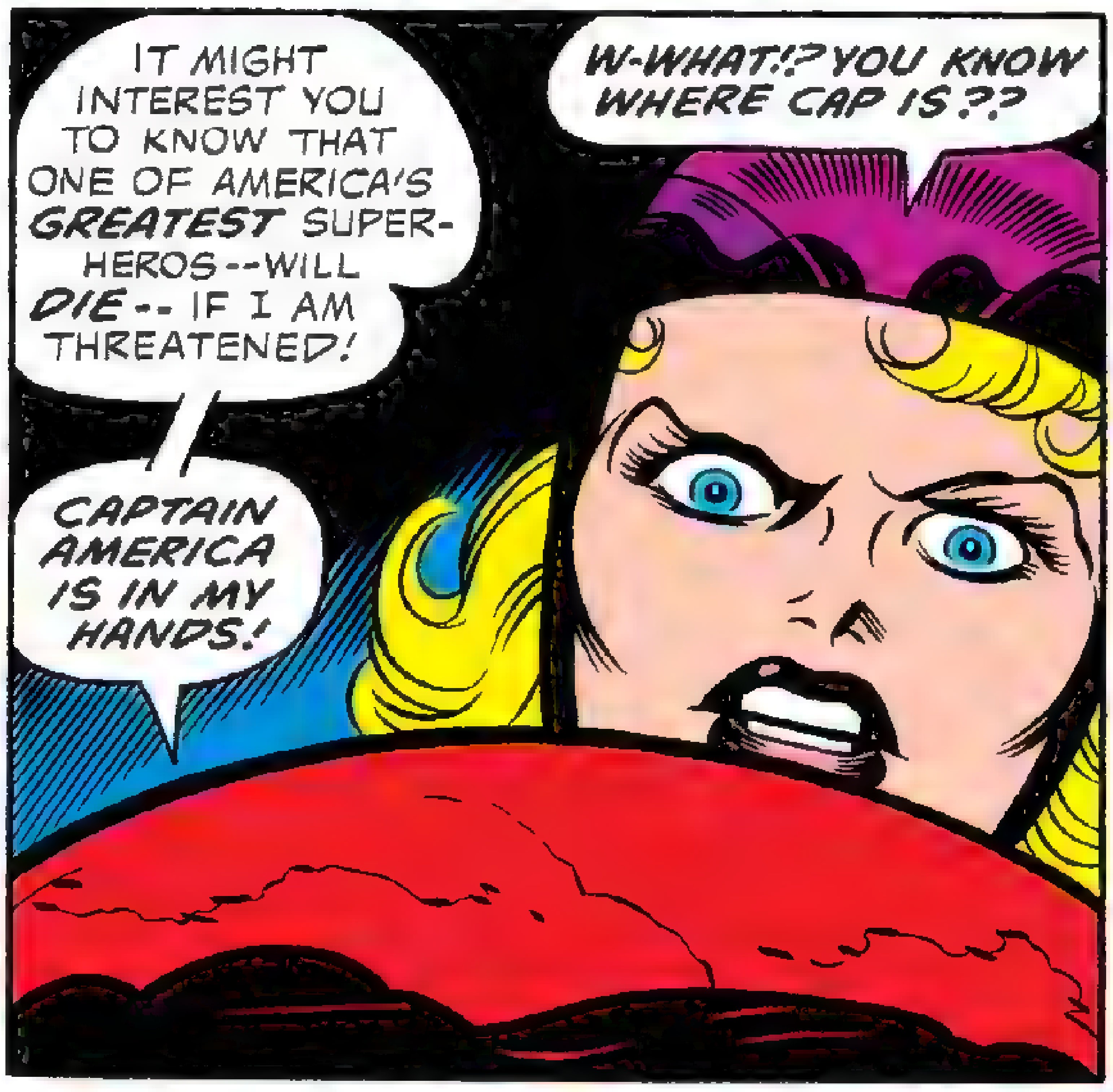

MEANWHILE, AT THE ESTATE OF CYRUS FENTON, SOMEWHERE IN THE U.S.A. ...
I'VE ANSWERED YOUR QUESTIONS, MISS SHIELD AGENT. NOW, I MUST ASK YOU TO LEAVE!
THE NAME IS SHARON, MISTER FENTON. I'M SIMPLY A WOMAN DOING HER JOB!
DON'T PATRONIZE ME! MY INVESTMENTS ARE LEGITIMATE AND NO CONCERN FOR CLOAK AND DAGGER SNOOPING!
YOU'VE BEEN KNOWN TO SUBSIDIZE SOME FAR-OUT PROJECTS!
IT'S DANGEROUS TO FOOL WITH MOTHER NATURE, YOU KNOW.
ESPECIALLY, WHEN ONE SEEKS TO CONTROL THE SIZE AND SHAPE OF ALL LIVING THINGS!
HAVE YOU KNOWN OF ONE SUCH ATTEMPT, SIR?
RUBBISH!
BETTER TO INVEST IN RUBBISH --THAN IN SUCH FLIGHTS OF FANCY!!
METHINKS THEE PROTESTS TOO MUCH, MISTER FENTON!
ARE YOU CERTAIN THAT--?
NONSENSE, I SAY! I GIVE MY MILLIONS TO SCIENTIFIC EXPERIMENTATION --ALL RATIONAL CONCEPTS!
THE FIELD OF BIOLOGY IS CHOCK-FULL OF RATIONAL CONCEPTS--
BUT, PERHAPS YOU OVERLOOKED THE DANGEROUS POTENTIAL OF ONE SPECIFIC THEORY!
I-I OVERLOOK NOTHING! IT'S USELESS TO BADGER ME THIS WAY!
OH, DRAT! I-I'VE HURT YOUR FEELINGS, HAVEN'T I ...
FORGIVE MY PUSHINESS, YOU OLD DEAR.
IT'S ONLY THAT THERE MAY BE MANY LIVES AT STAKE--
YOU SEE?
STOP THAT! DON'T DO THAT--!!

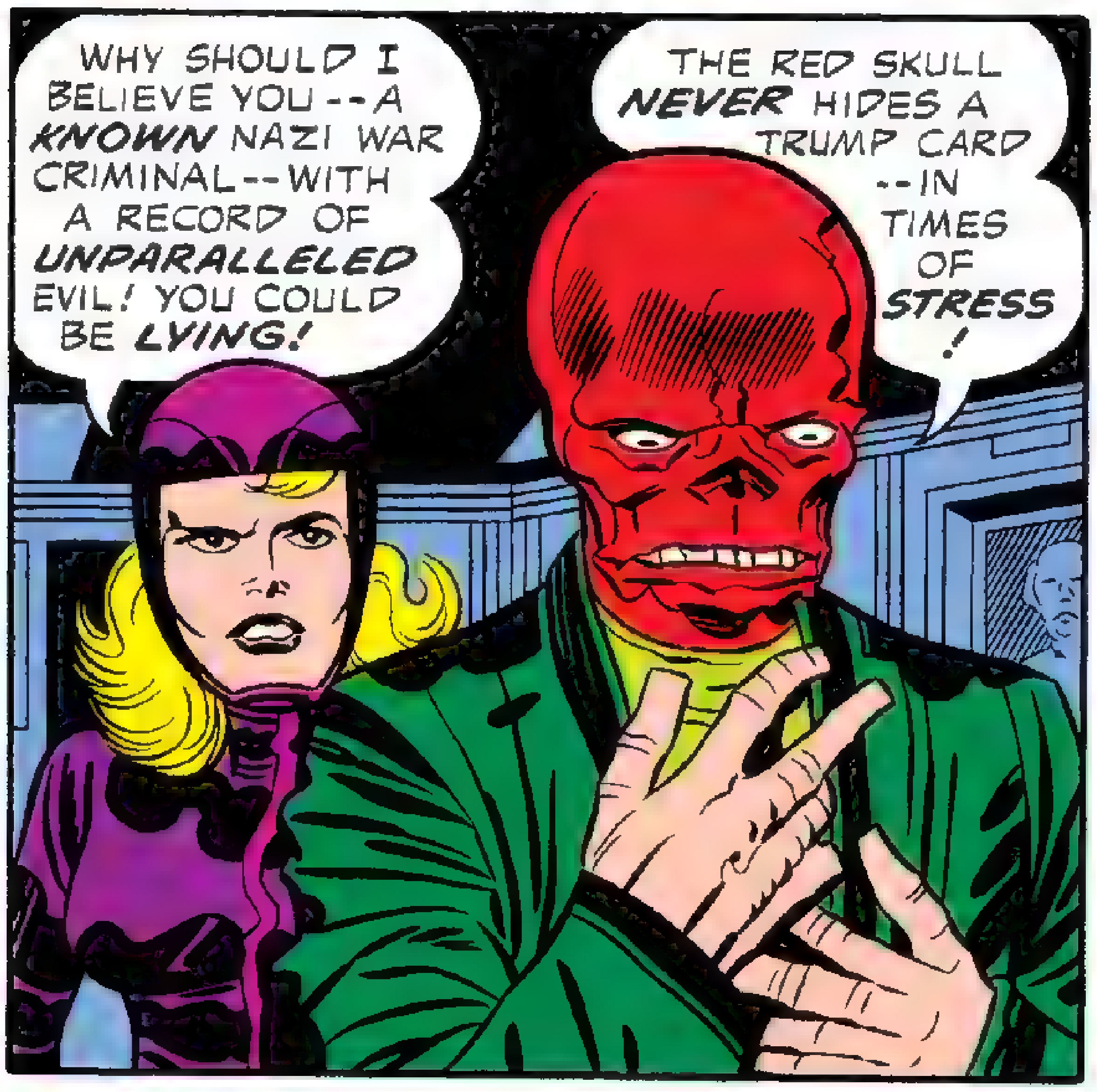

THE WARNING SOUNDS TOO LATE! THE FACE BENEATH SHARON'S FINGERS CURLS AND FOLDS AND YIELDS TO THE TOUCH...
YOU'RE WEARING A-A RUBBER MASK! THIS ISN'T YOUR TRUE FACE AT ALL!
NO... IT'S NOT!
BY HEAVEN, I-IF YOU'RE NOT CYRUS FENTON--THEN WHO ARE YOU--!?
A FRIEND TO THE STRONG! --AN ENEMY OF THE WEAK!
LOOK!!
NO--! NO!
WHY SO DISTRESSED, MY DEAR!? HAVE I LOST THE IMAGE SO COMMON TO CUDDLY OLD MEN?
ARE WE NO LONGER--SYMPATICO? HAHAHAHAH!
THE RED SKULL!!
H-HOW LONG HAVE YOU BEEN MASQUERADING AS CYRUS FENTON!?
I VISITED THE OLD GENTLEMAN IN EUROPE SOME TIME AGO... SECRETLY... PURPOSEFULLY...
...AND SUCCESSFULLY, I ADD! THE REAL CYRUS FENTON IS GONE! HIS MILLIONS ARE IN MY COFFERS NOW--! AND SERVING MY PET PROJECTS!
YES, YOU GUESSED IT! YOUR FILE 116 IS ONE OF THEM!
SHIELD CALLS IT THE MONSTER FILE, BUT I KNOW IT TO BE THE ANSWER TO A DREAM I'VE NURTURED SINCE THE UNTIMELY END OF THE FEUHRER'S REIGN!
YOU'LL NEVER REALIZE THAT DREAM--!

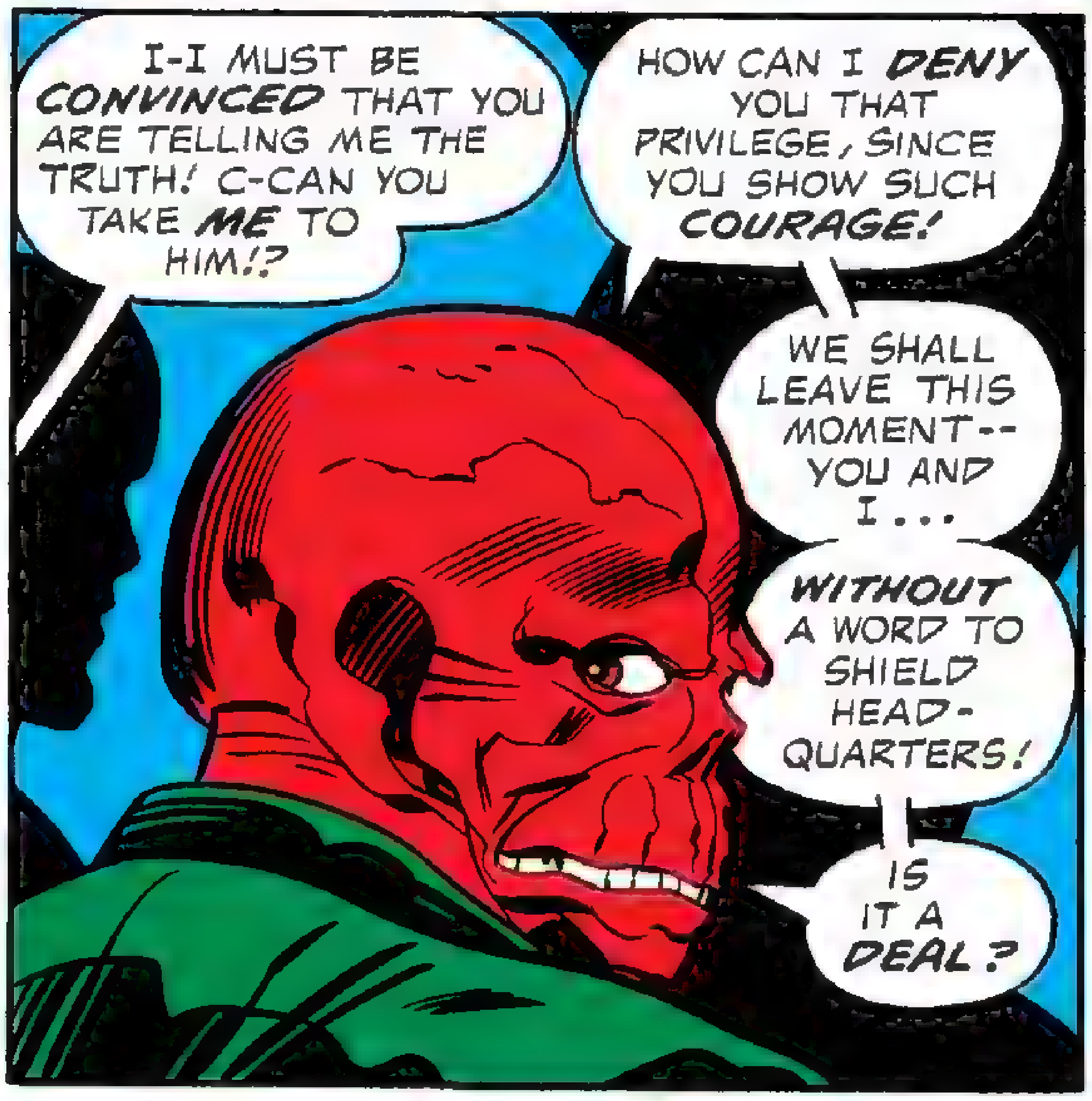

SUDDENLY...
TZUUMM!
UGHH!!

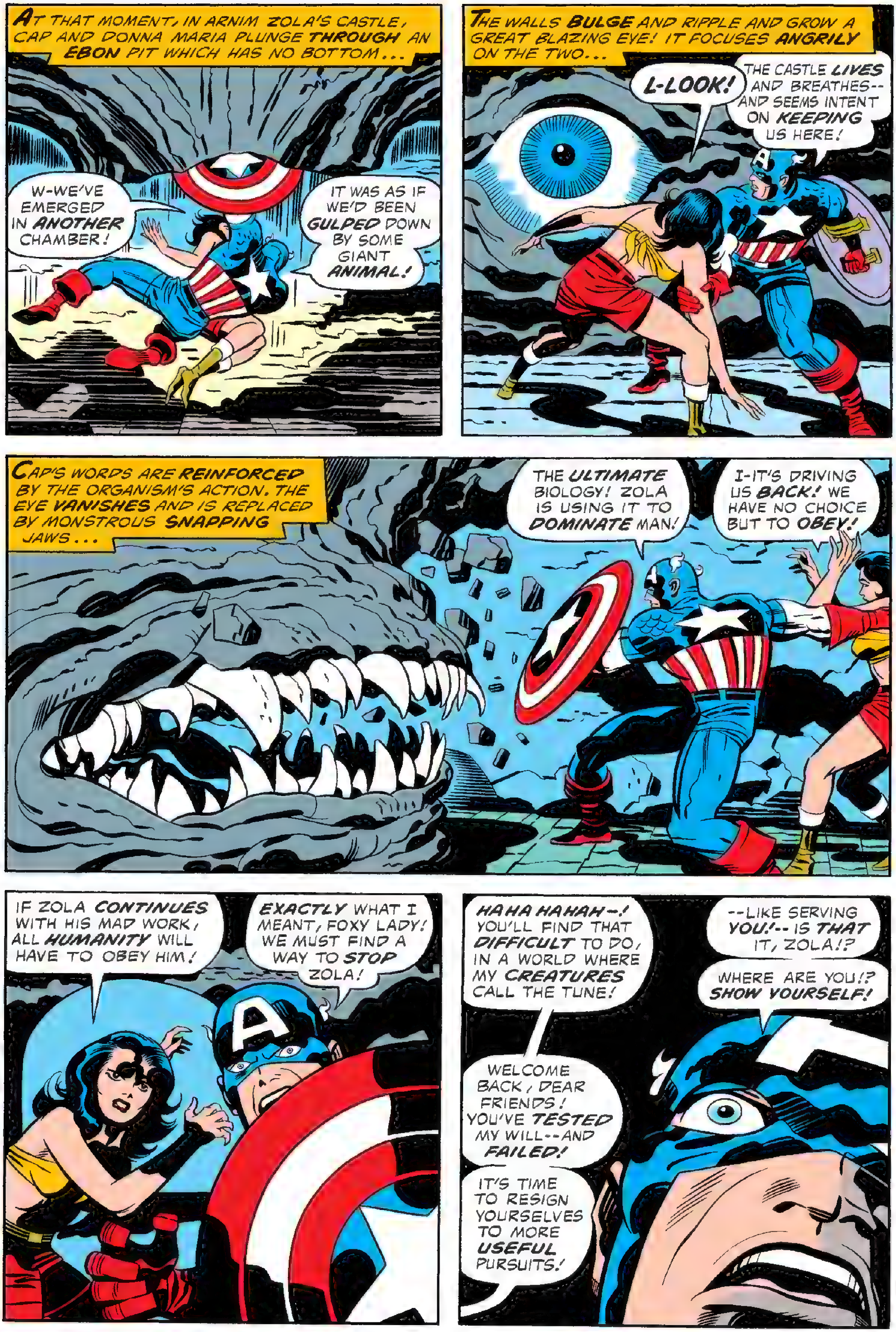

NOT ALL OF THE CARDS ARE STACKED IN YOUR FAVOR!! THE HIDDEN GADGETS OF SHIELD TAKE CARE OF THEIR OWN!
IF YOU'RE SHOCKED--IT'S THIS ELECTRO-PISTOL WHICH DID THE TRICK!

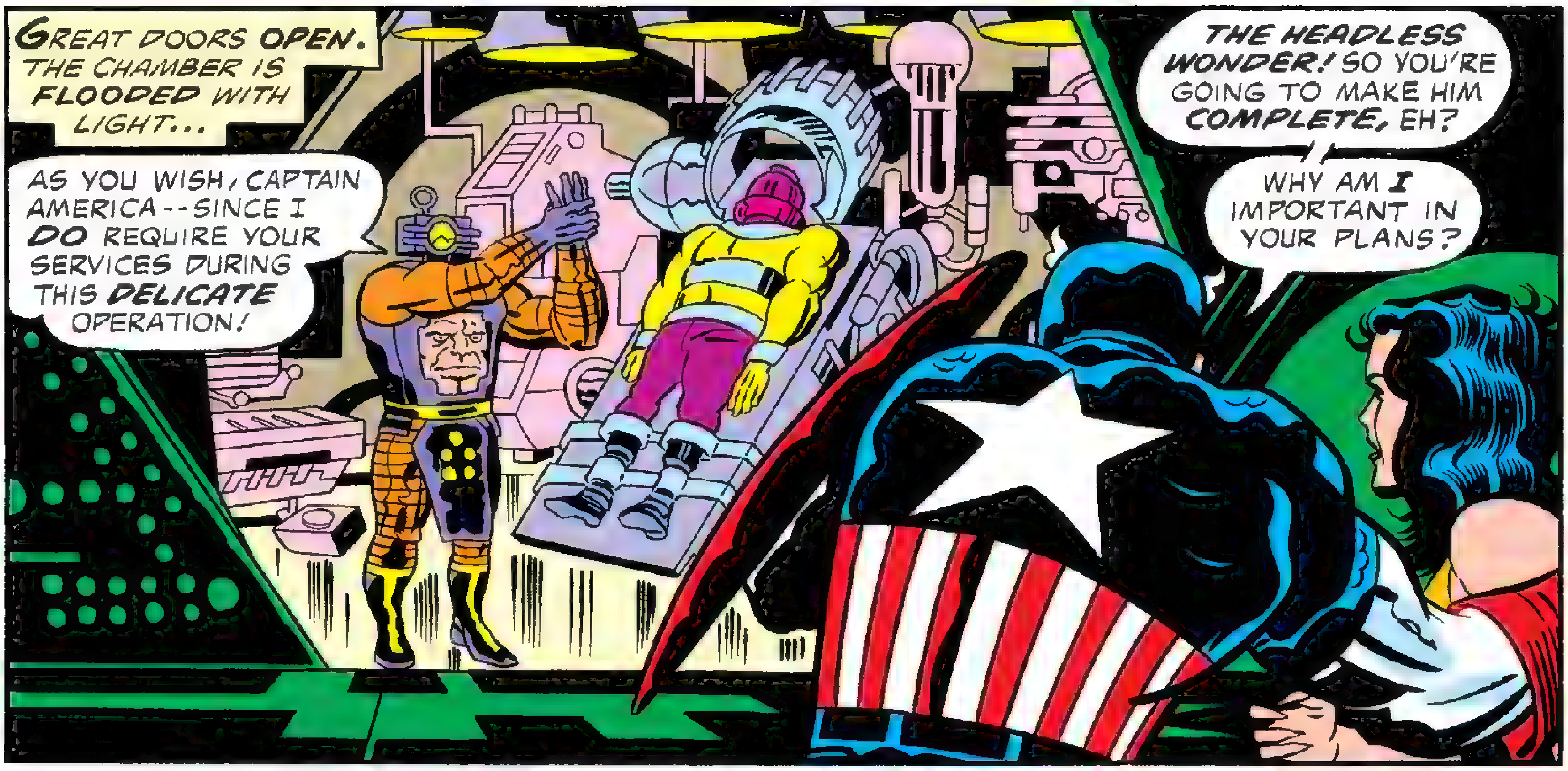

IT'S ALSO CAPABLE OF INCREASING THE SHOCK LEVEL! SO, I'D ADVISE YOU TO COOPERATE DURING THIS INQUIRY.
OF COURSE, MY DEAR... OF COURSE! I'M ONLY TOO WILLING TO TELL YOU... EVERYTHING!

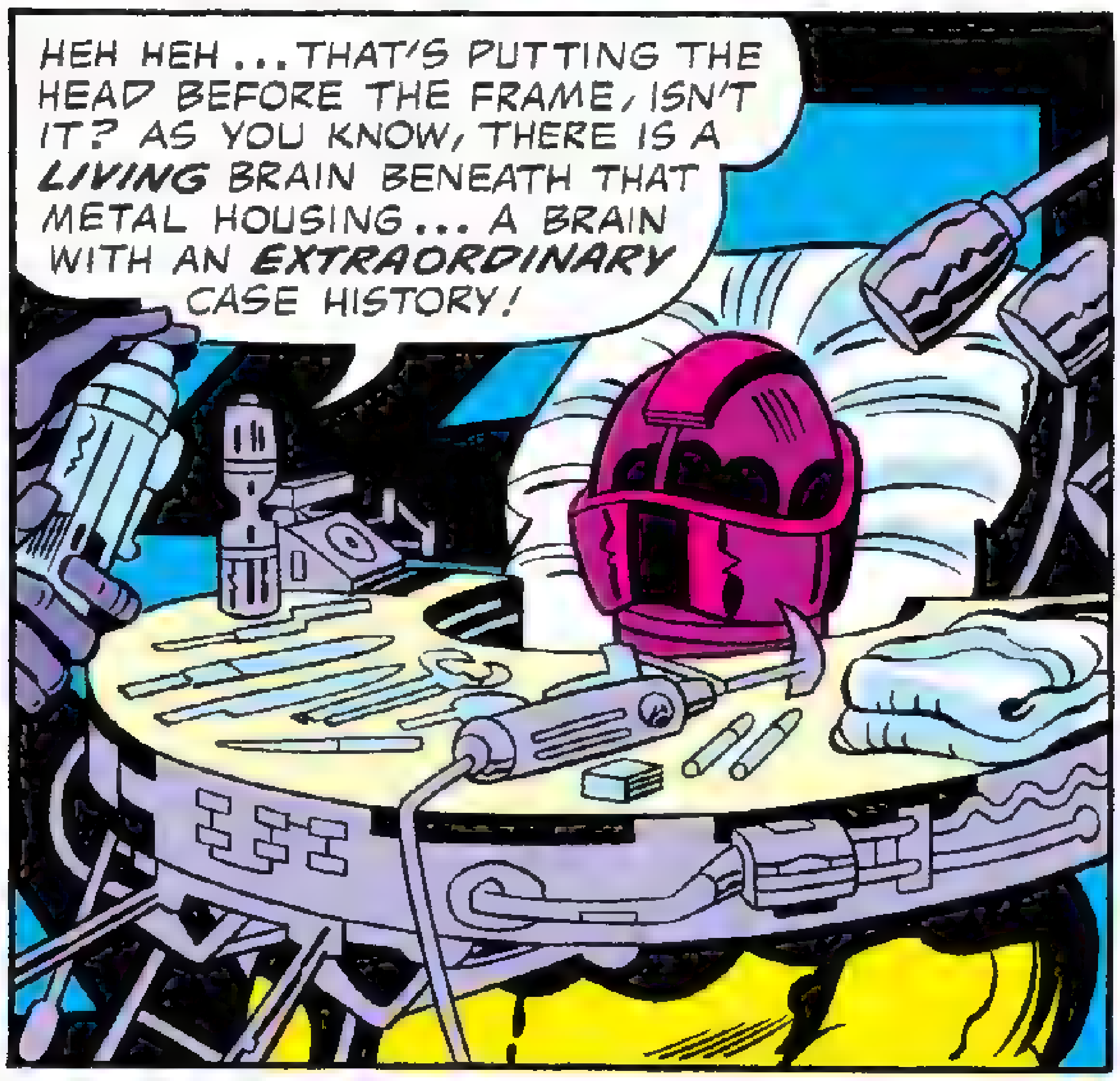

IT MIGHT INTEREST YOU TO KNOW THAT ONE OF AMERICA'S GREATEST SUPER-HEROS--WILL DIE-- IF I AM THREATENED!
CAPTAIN AMERICA IS IN MY HANDS!
W-WHAT!? YOU KNOW WHERE CAP IS??

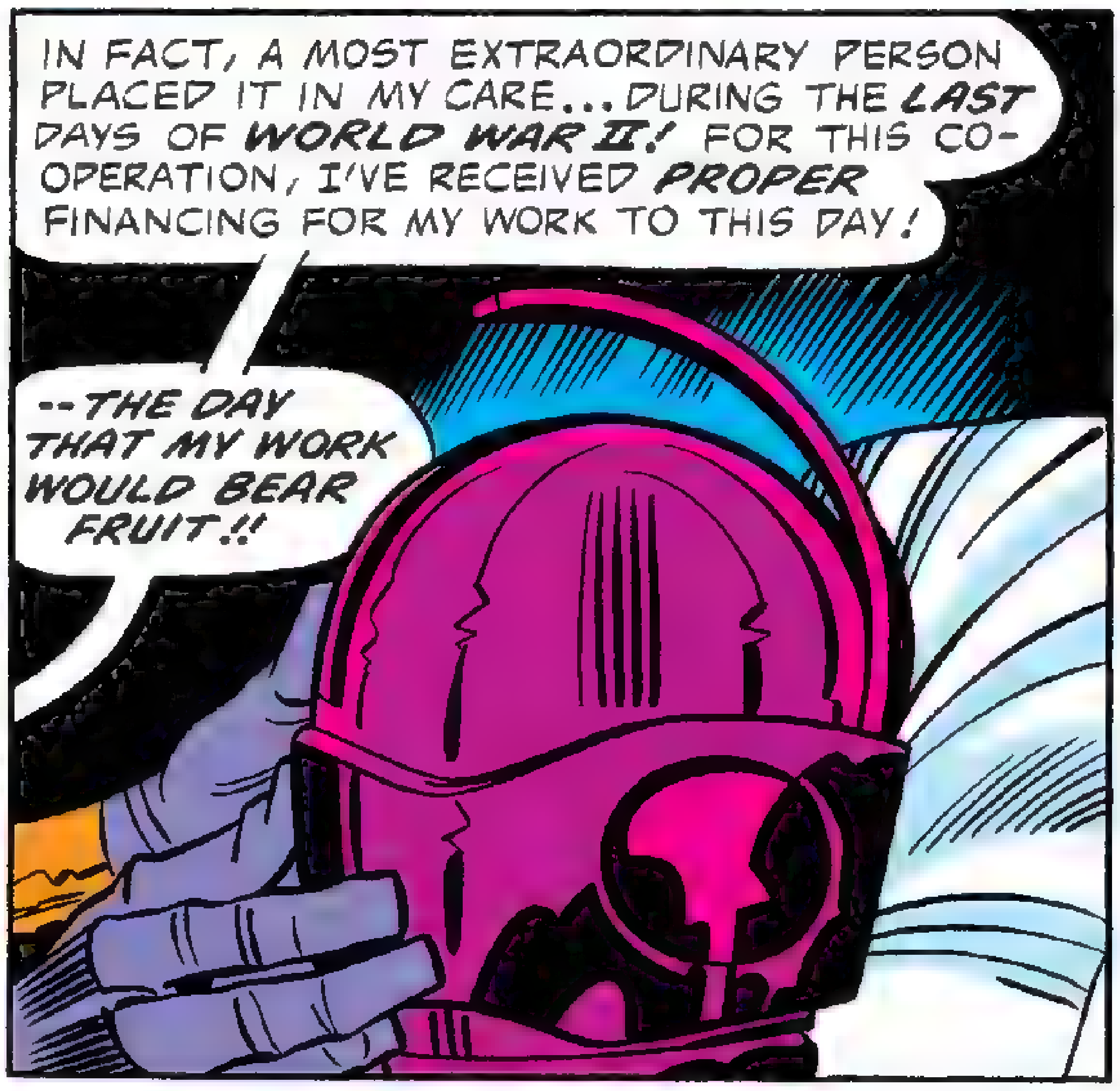

WHY SHOULD I BELIEVE YOU--A KNOWN NAZI WAR CRIMINAL--WITH A RECORD OF UNPARALLELED EVIL! YOU COULD BE LYING!
THE RED SKULL NEVER HIDES A TRUMP CARD--IN TIMES OF STRESS!

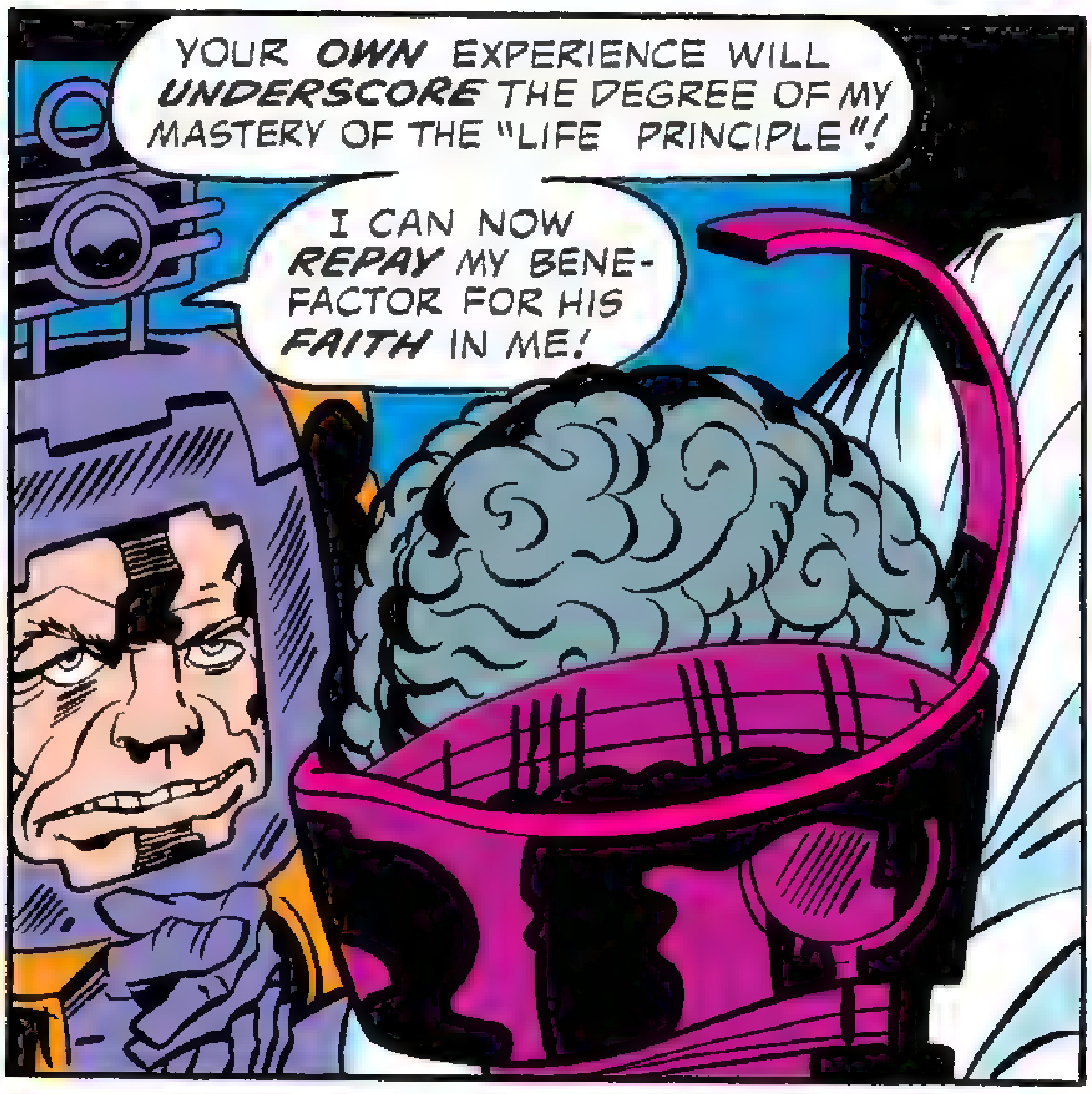

I-I MUST BE CONVINCED THAT YOU ARE TELLING ME THE TRUTH! C-CAN YOU TAKE ME TO HIM!?
HOW CAN I DENY YOU THAT PRIVILEGE, SINCE YOU SHOW SUCH COURAGE!
WE SHALL LEAVE THIS MOMENT--YOU AND I...
WITHOUT A WORD TO SHIELD HEAD-QUARTERS!
IS IT A DEAL?

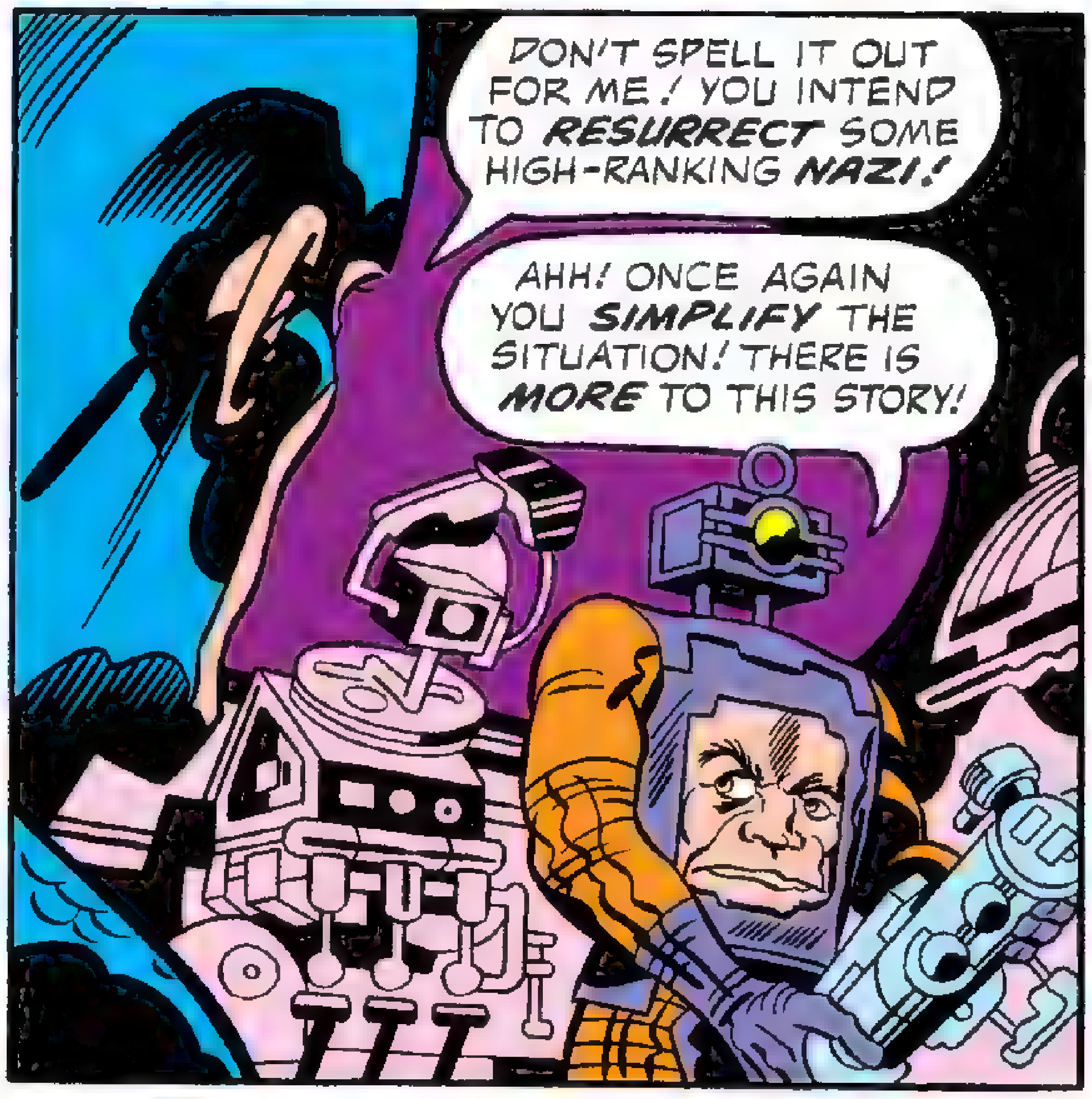

AT THAT MOMENT, IN ARNIM ZOLA'S CASTLE, CAP AND DONNA MARIA PLUNGE THROUGH AN EBON PIT WHICH HAS NO BOTTOM...
W-WE'VE EMERGED IN ANOTHER CHAMBER!
IT WAS AS IF WE'D BEEN GULPED DOWN BY SOME GIANT ANIMAL!
THE WALLS BULGE AND RIPPLE AND GROW A GREAT BLAZING EYE! IT FOCUSES ANGRILY ON THE TWO...
L-LOOK!
THE CASTLE LIVES AND BREATHES--AND SEEMS INTENT ON KEEPING US HERE!
CAP'S WORDS ARE REINFORCED BY THE ORGANISM'S ACTION. THE EYE VANISHES AND IS REPLACED BY MONSTROUS SNAPPING JAWS...
THE ULTIMATE BIOLOGY! ZOLA IS USING IT TO DOMINATE MAN!
I-IT'S DRIVING US BACK! WE HAVE NO CHOICE BUT TO OBEY!
IF ZOLA CONTINUES WITH HIS MAD WORK, ALL HUMANITY WILL HAVE TO OBEY HIM!
EXACTLY WHAT I MEANT, FOXY LADY! WE MUST FIND A WAY TO STOP ZOLA!
HAHA HAHAH--! YOU'LL FIND THAT DIFFICULT TO DO, IN A WORLD WHERE MY CREATURES CALL THE TUNE!
WELCOME BACK, DEAR FRIENDS! YOU'VE TESTED MY WILL--AND FAILED!
IT'S TIME TO RESIGN YOURSELVES TO MORE USEFUL PURSUITS!
--LIKE SERVING YOU!-- IS THAT IT, ZOLA!?
WHERE ARE YOU!? SHOW YOURSELF!

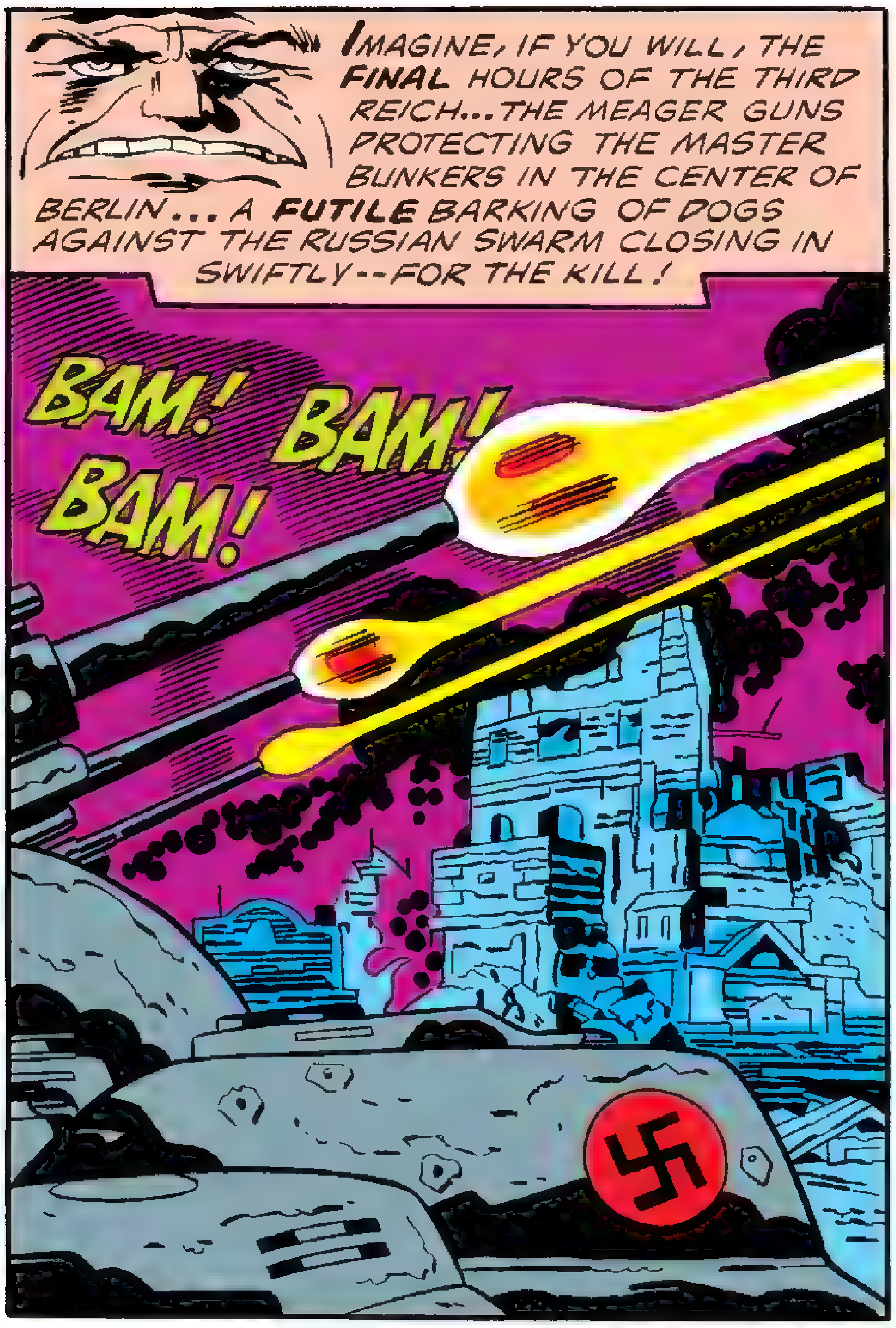

GREAT DOORS OPEN. THE CHAMBER IS FLOODED WITH LIGHT...
AS YOU WISH, CAPTAIN AMERICA--SINCE I DO REQUIRE YOUR SERVICES DURING THIS DELICATE OPERATION!
THE HEADLESS WONDER! SO YOU'RE GOING TO MAKE HIM COMPLETE, EH?
WHY AM I IMPORTANT IN YOUR PLANS?

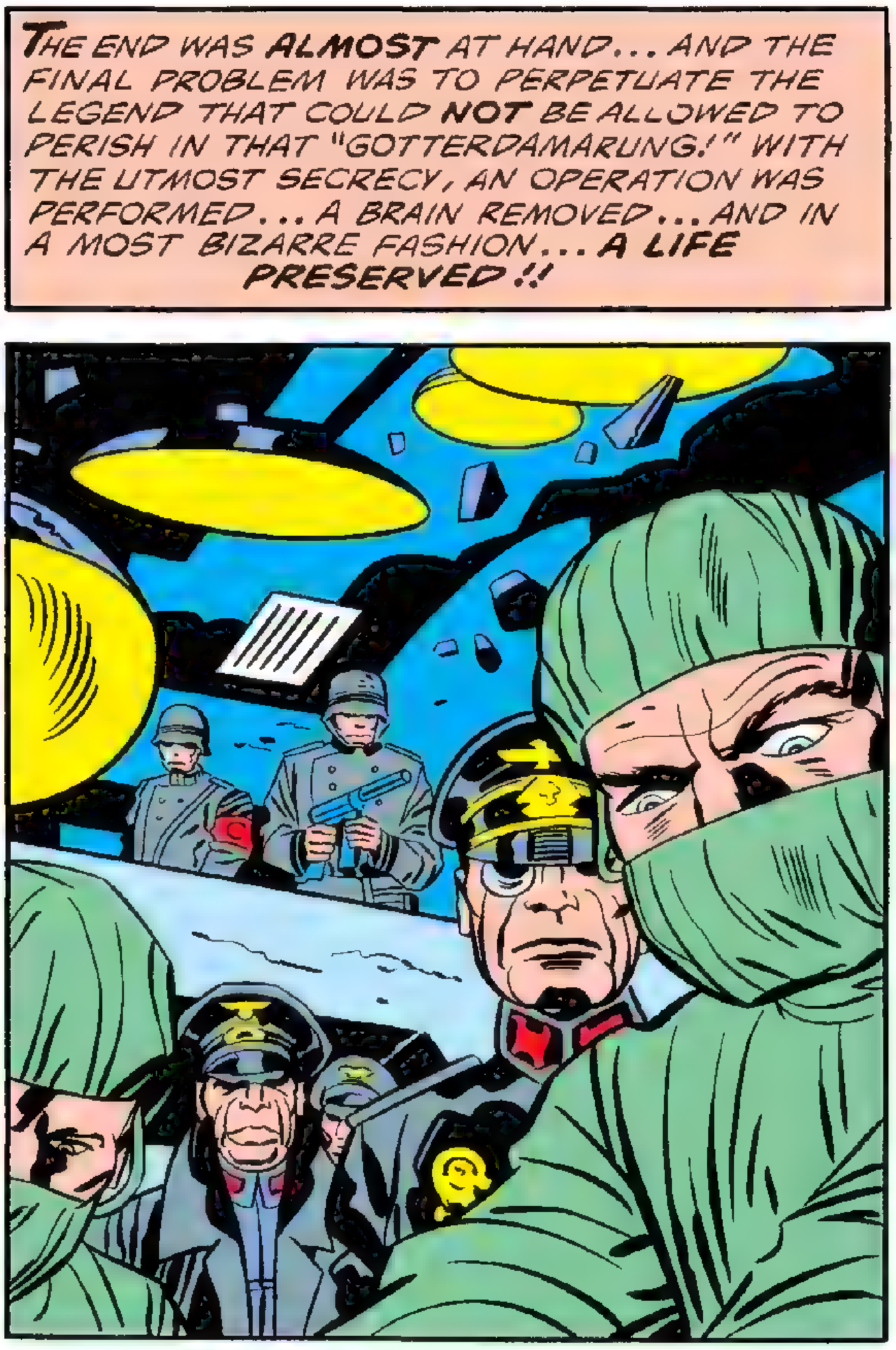

HEH HEH ... THAT'S PUTTING THE HEAD BEFORE THE FRAME, ISN'T IT? AS YOU KNOW, THERE IS A LIVING BRAIN BENEATH THAT METAL HOUSING ... A BRAIN WITH AN EXTRAORDINARY CASE HISTORY!

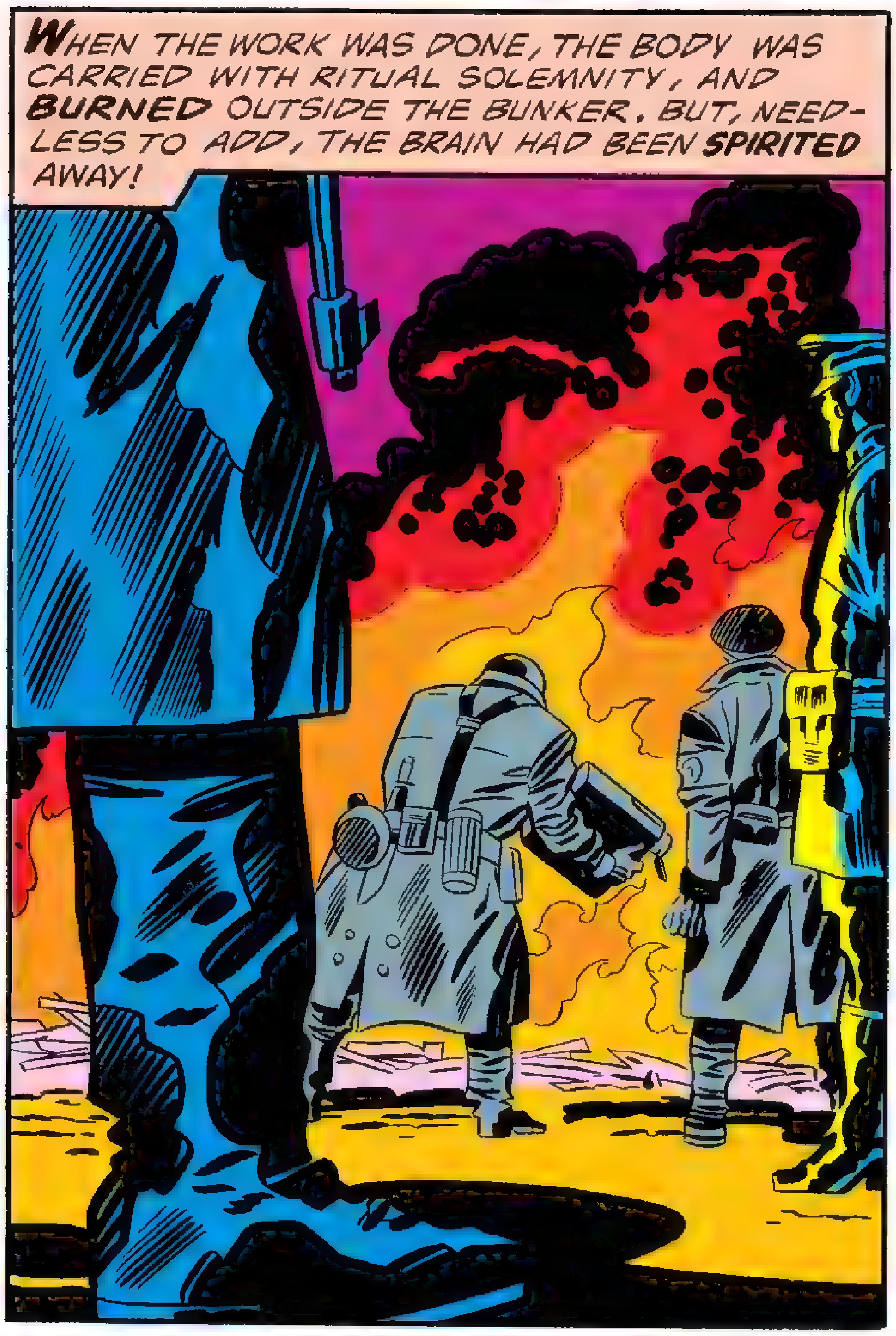

IN FACT, A MOST EXTRAORDINARY PERSON PLACED IT IN MY CARE... DURING THE LAST DAYS OF WORLD WAR II! FOR THIS CO-OPERATION, I'VE RECEIVED PROPER FINANCING FOR MY WORK TO THIS DAY!
--THE DAY THAT MY WORK WOULD BEAR FRUIT!!

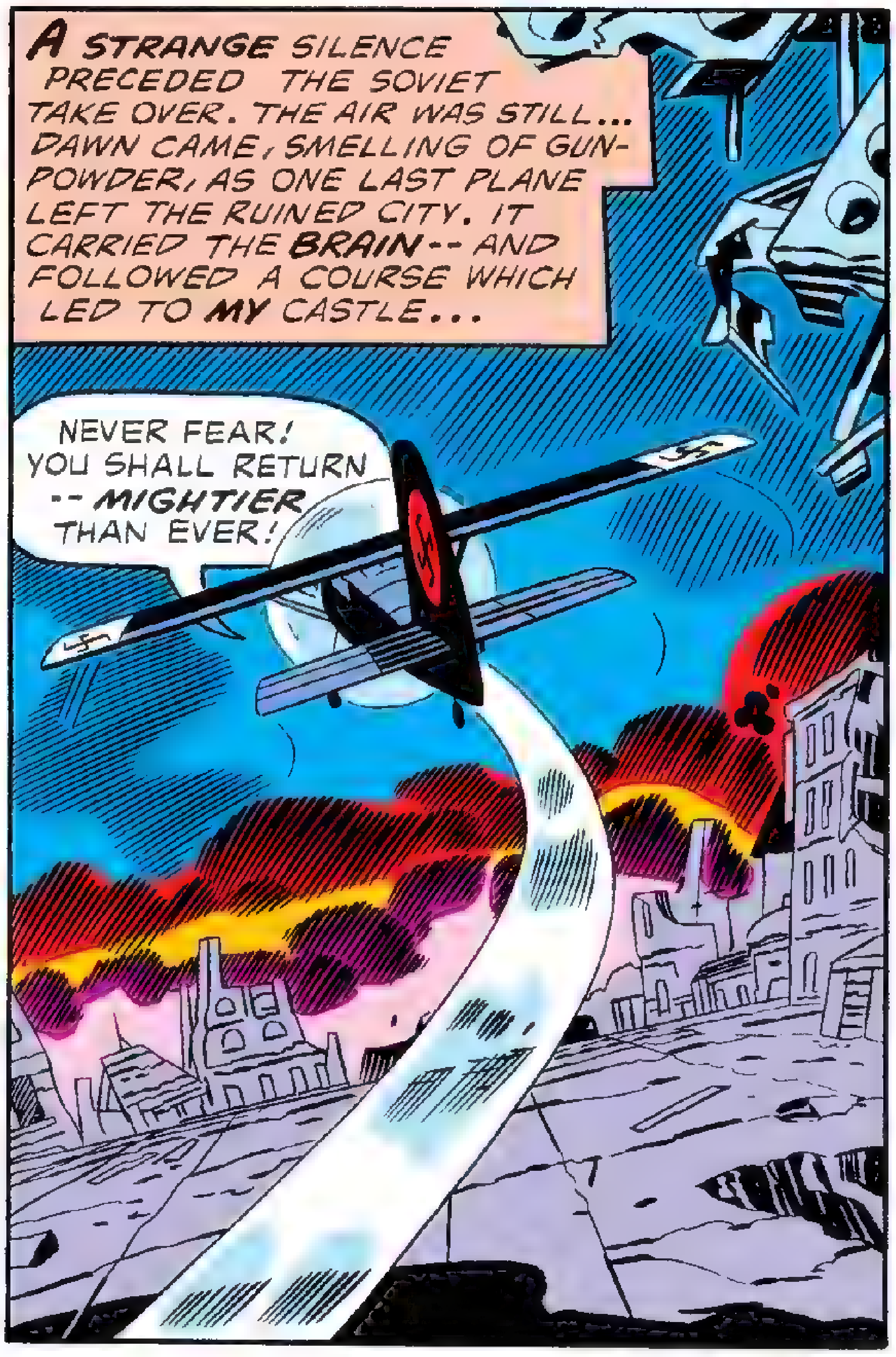

YOUR OWN EXPERIENCE WILL UNDERSCORE THE DEGREE OF MY MASTERY OF THE "LIFE PRINCIPLE"!
I CAN NOW REPAY MY BENEFACTOR FOR HIS FAITH IN ME!

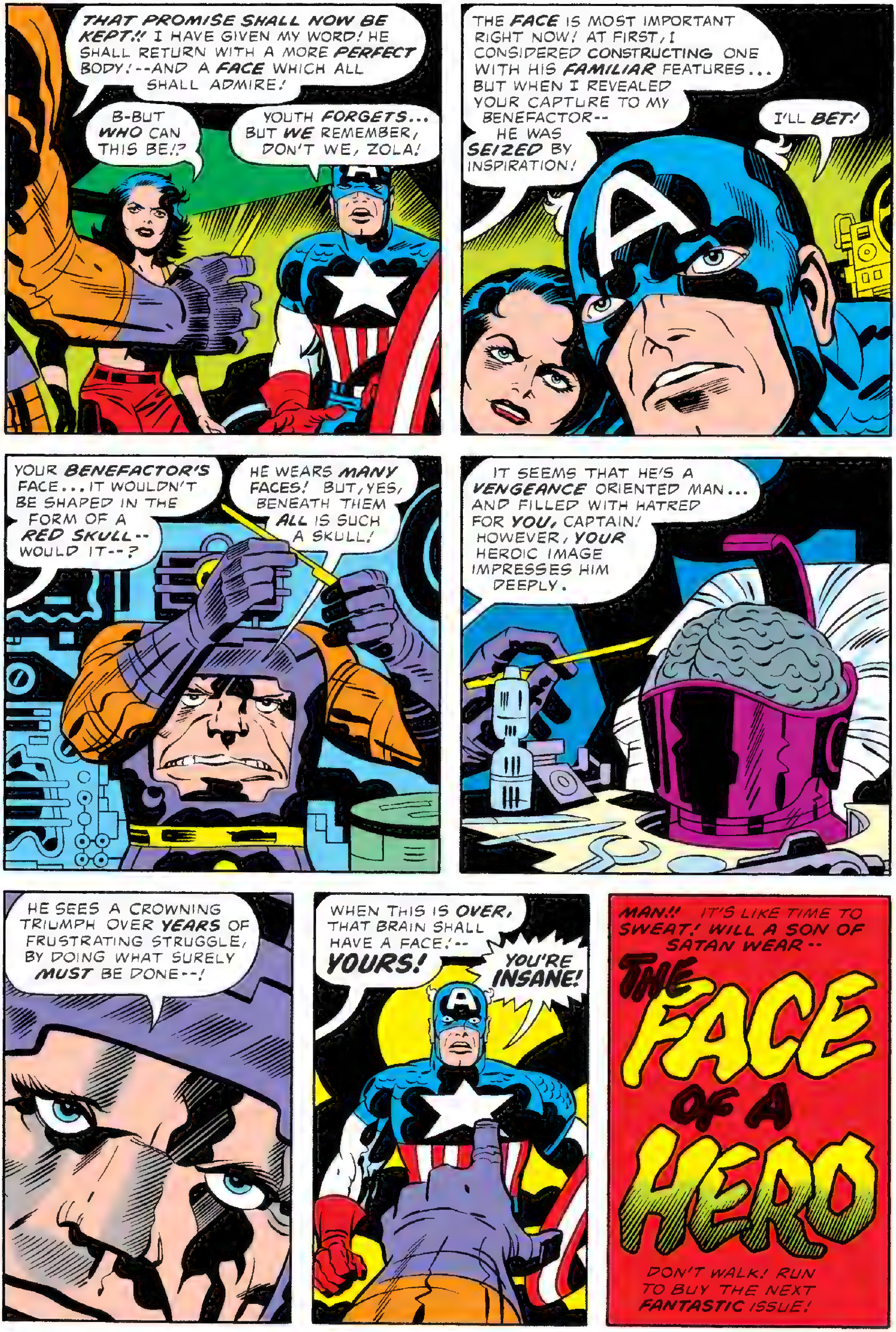

DON'T SPELL IT OUT FOR ME! YOU INTEND TO RESURRECT SOME HIGH-RANKING NAZI!
AHH! ONCE AGAIN YOU SIMPLIFY THE SITUATION! THERE IS MORE TO THIS STORY!

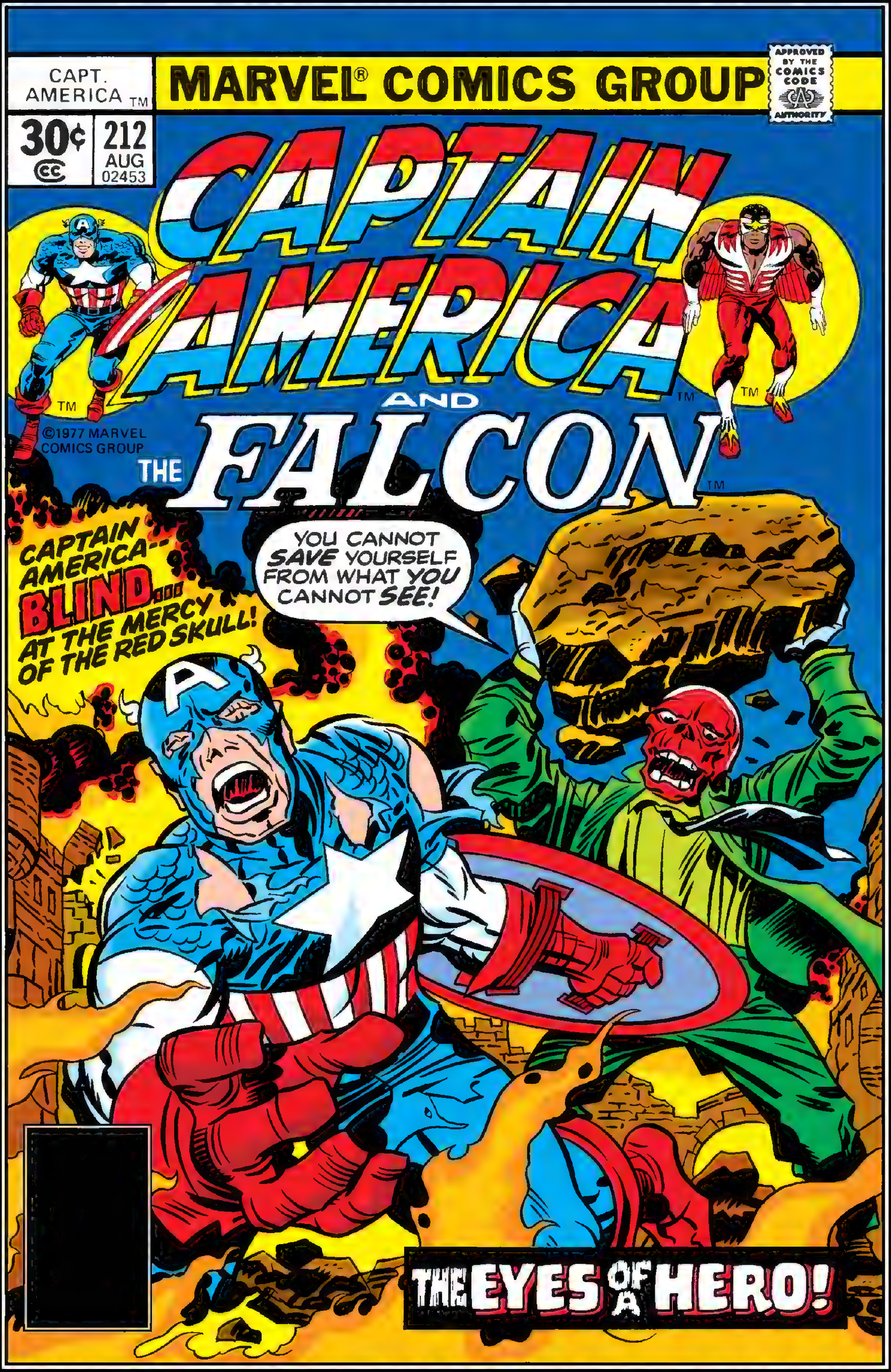

IMAGINE, IF YOU WILL, THE **FINAL** HOURS OF THE THIRD REICH...THE MEAGER GUNS PROTECTING THE MASTER BUNKERS IN THE CENTER OF BERLIN... A **FUTILE** BARKING OF DOGS AGAINST THE RUSSIAN SWARM CLOSING IN SWIFTLY--FOR THE KILL!
BAM! BAM! BAM!


THE END WAS **ALMOST** AT HAND... AND THE FINAL PROBLEM WAS TO PERPETUATE THE LEGEND THAT COULD **NOT** BE ALLOWED TO PERISH IN THAT "GOTTERDAMARUNG!" WITH THE UTMOST SECRECY, AN OPERATION WAS PERFORMED... A BRAIN REMOVED... AND IN A MOST BIZARRE FASHION... **A LIFE PRESERVED!!**


WHEN THE WORK WAS DONE, THE BODY WAS CARRIED WITH RITUAL SOLEMNITY, AND **BURNED** OUTSIDE THE BUNKER. BUT, NEEDLESS TO ADD, THE BRAIN HAD BEEN **SPIRITED** AWAY!


A **STRANGE** SILENCE PRECEDED THE SOVIET TAKE OVER. THE AIR WAS STILL... DAWN CAME, SMELLING OF GUNPOWDER, AS ONE LAST PLANE LEFT THE RUINED CITY. IT CARRIED THE **BRAIN**-- AND FOLLOWED A COURSE WHICH LED TO **MY** CASTLE...
NEVER FEAR! YOU SHALL RETURN -- ***MIGHTIER*** THAN EVER!


THAT PROMISE SHALL NOW BE KEPT!! I HAVE GIVEN MY WORD! HE SHALL RETURN WITH A MORE PERFECT BODY! --AND A FACE WHICH ALL SHALL ADMIRE!
B-BUT WHO CAN THIS BE!?
YOUTH FORGETS... BUT WE REMEMBER, DON'T WE, ZOLA!
THE FACE IS MOST IMPORTANT RIGHT NOW! AT FIRST, I CONSIDERED CONSTRUCTING ONE WITH HIS FAMILIAR FEATURES... BUT WHEN I REVEALED YOUR CAPTURE TO MY BENEFACTOR-- HE WAS SEIZED BY INSPIRATION!
I'LL BET!
YOUR BENEFACTOR'S FACE... IT WOULDN'T BE SHAPED IN THE FORM OF A RED SKULL-- WOULD IT--?
HE WEARS MANY FACES! BUT, YES, BENEATH THEM ALL IS SUCH A SKULL!
IT SEEMS THAT HE'S A VENGEANCE ORIENTED MAN... AND FILLED WITH HATRED FOR YOU, CAPTAIN! HOWEVER, YOUR HEROIC IMAGE IMPRESSES HIM DEEPLY.
HE SEES A CROWNING TRIUMPH OVER YEARS OF FRUSTRATING STRUGGLE, BY DOING WHAT SURELY MUST BE DONE--!
WHEN THIS IS OVER, THAT BRAIN SHALL HAVE A FACE!-- YOURS!
YOU'RE INSANE!
MAN!! IT'S LIKE TIME TO SWEAT! WILL A SON OF SATAN WEAR--
THE FACE OF A HERO
DON'T WALK! RUN TO BUY THE NEXT FANTASTIC ISSUE!

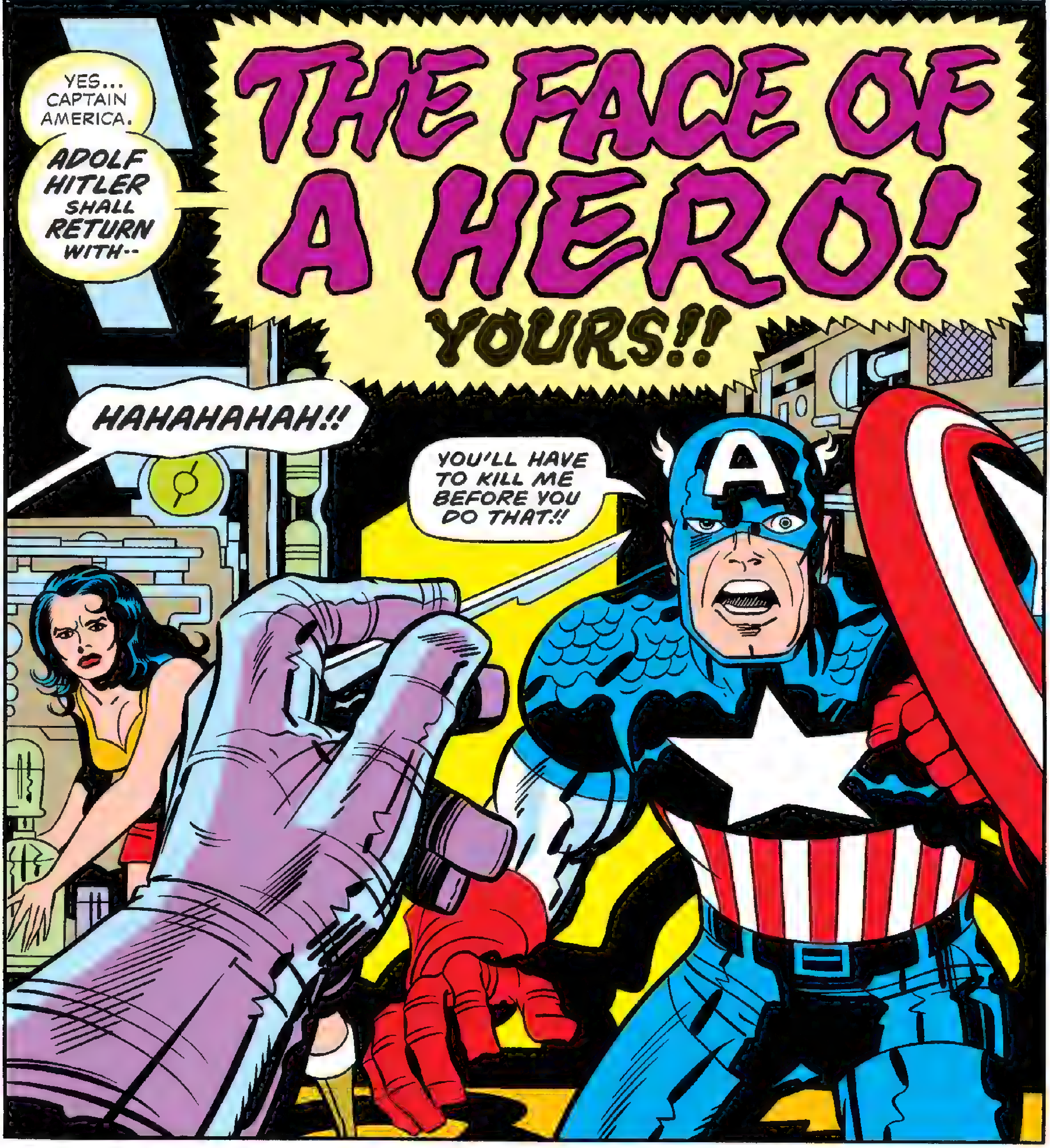

CAPT. AMERICA TM
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
212
AUG
02453
CAPTAIN AMERICA
AND
THE FALCON
©1977 MARVEL COMICS GROUP
CAPTAIN AMERICA-- BLIND... AT THE MERCY OF THE RED SKULL!
YOU CANNOT SAVE YOURSELF FROM WHAT YOU CANNOT SEE!
THE EYES OF A HERO!

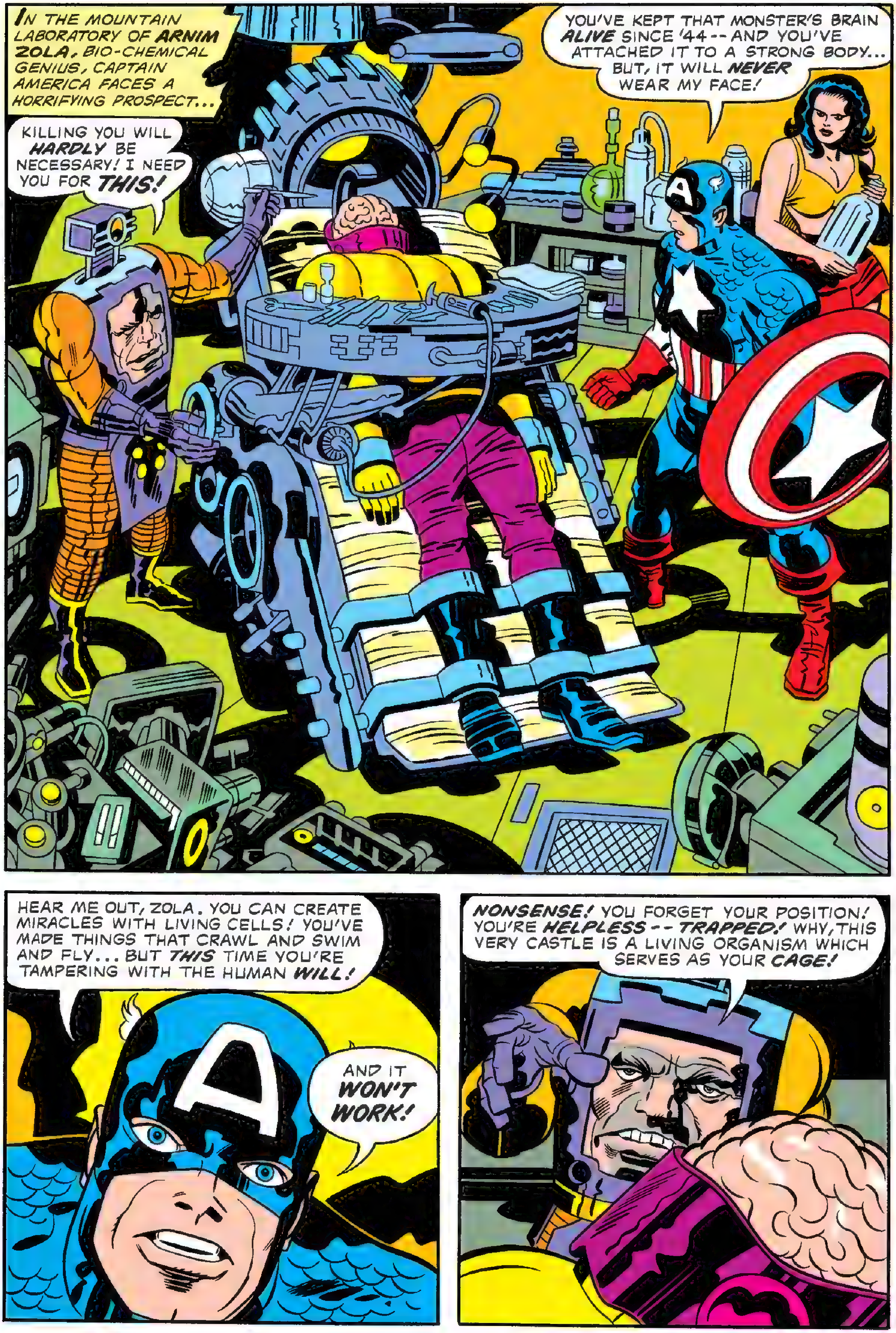
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

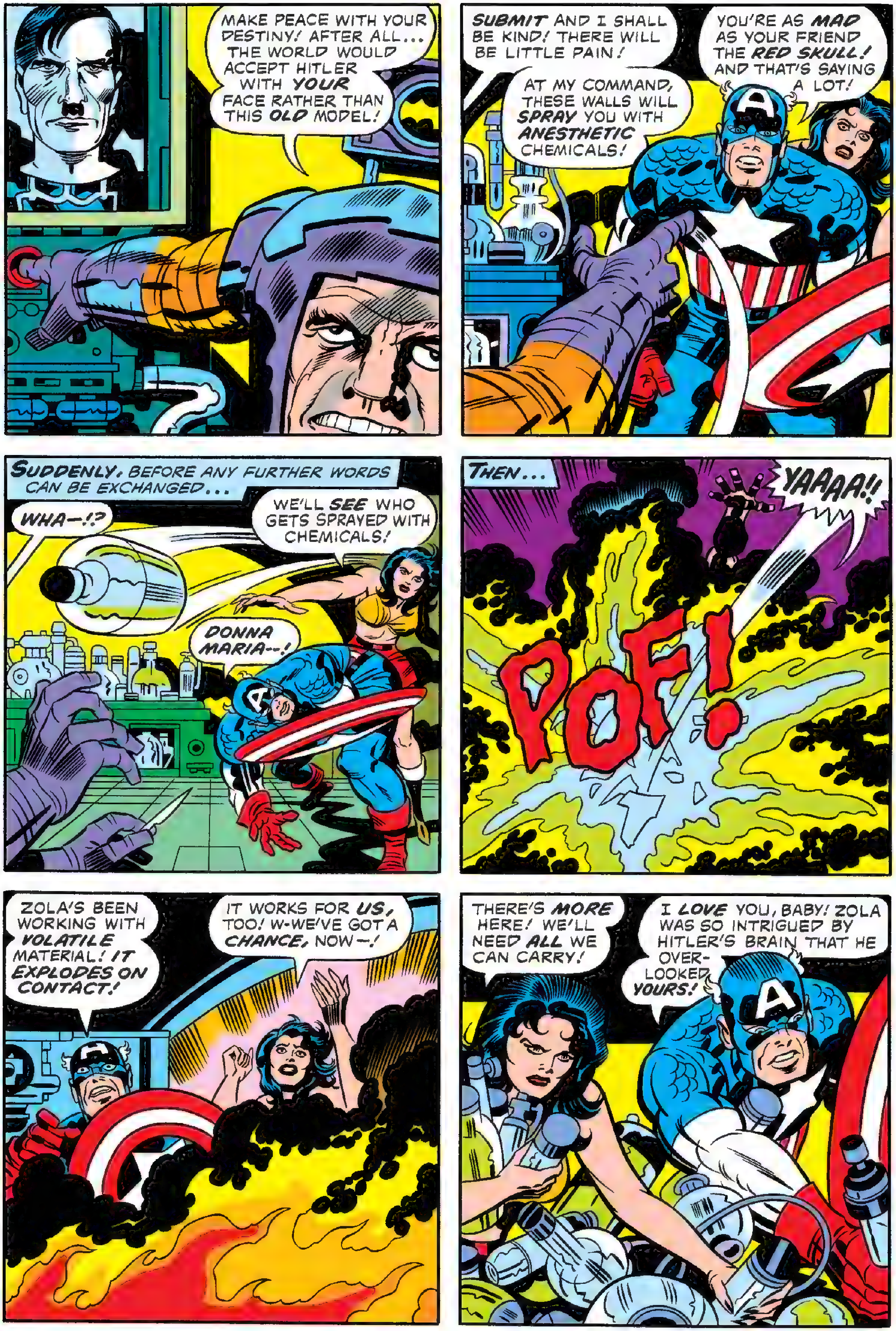
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

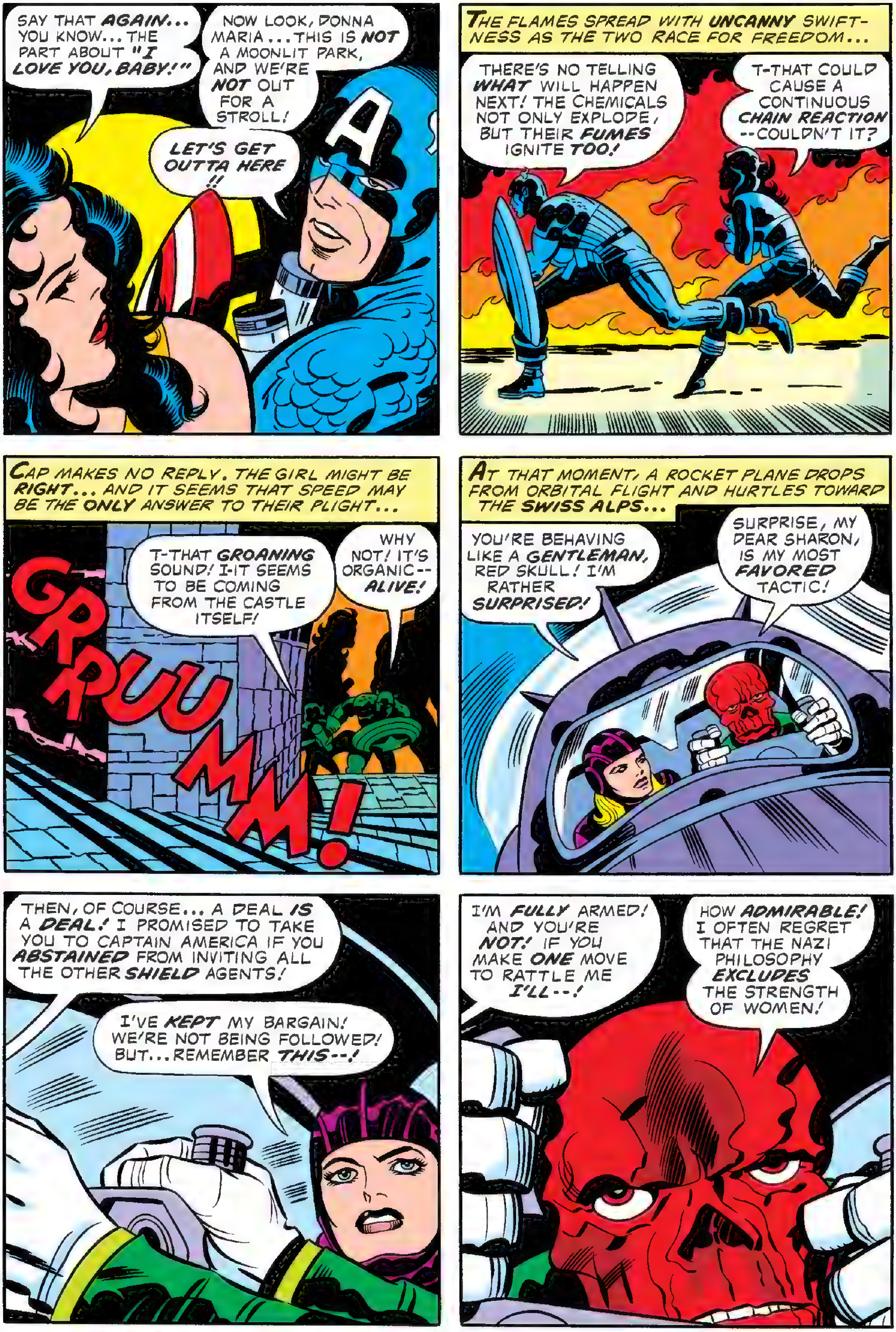
EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** • LETTERED AND INKED BY **MIKE ROYER** • COLORED BY **P. GOLDBERG** • ADMIRED BY **ARCHIE GOODWIN**

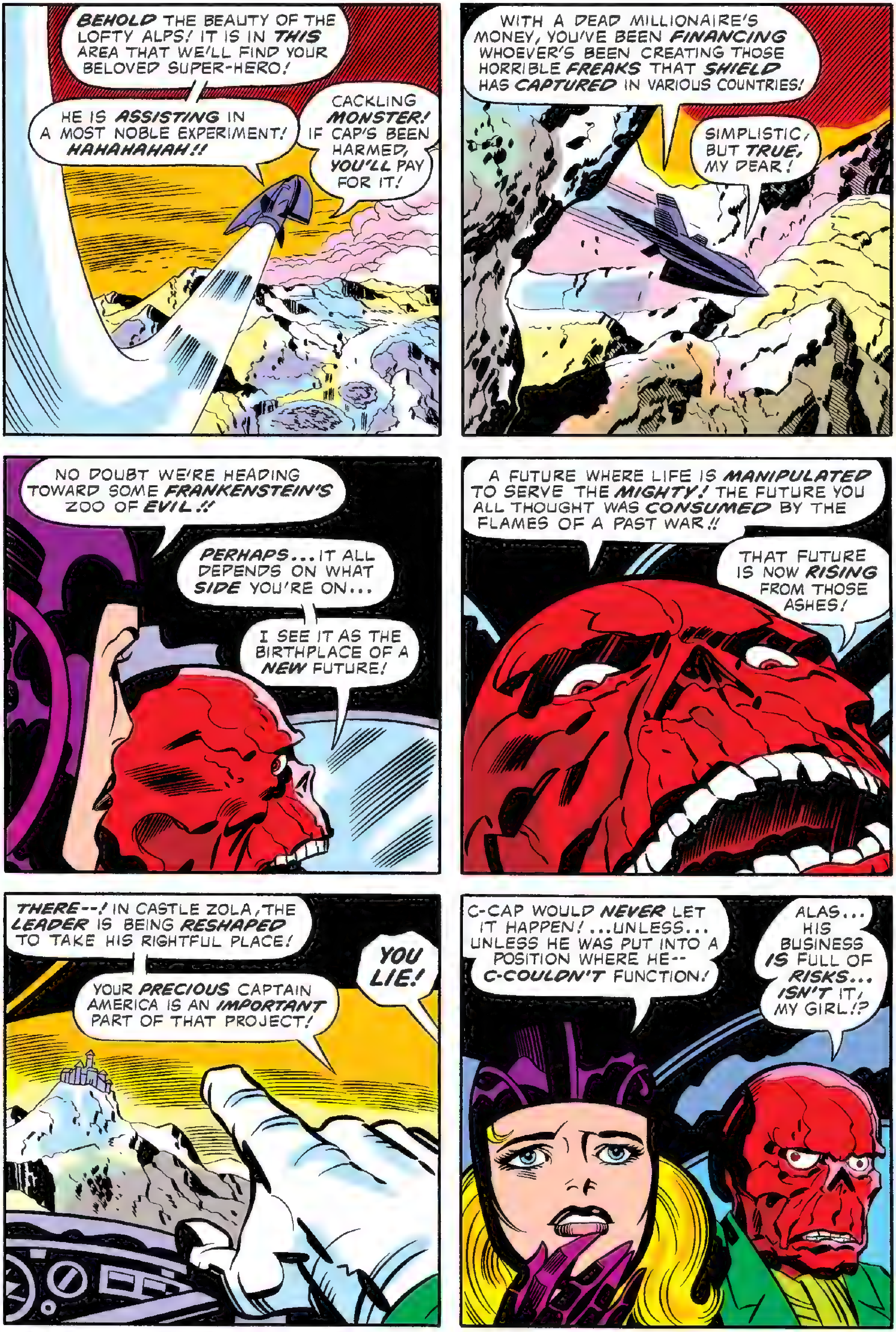
IT'S FRANKENSTEIN IN ITS MOST HORRIBLE FORM! IT'S NAZI VENGEANCE IN ITS MOST BIZARRE MOMENT! IT'S THE ***RED SKULL*** *IN HIS MOST NEFARIOUS ROLE!* ***IT'S THE KIND OF RIP-ROARING CLIMAX THAT SHAKES UP THE GOOD GUYS AS WELL AS THE BAD GUYS --AND LEAVES YOU GASPING!!***

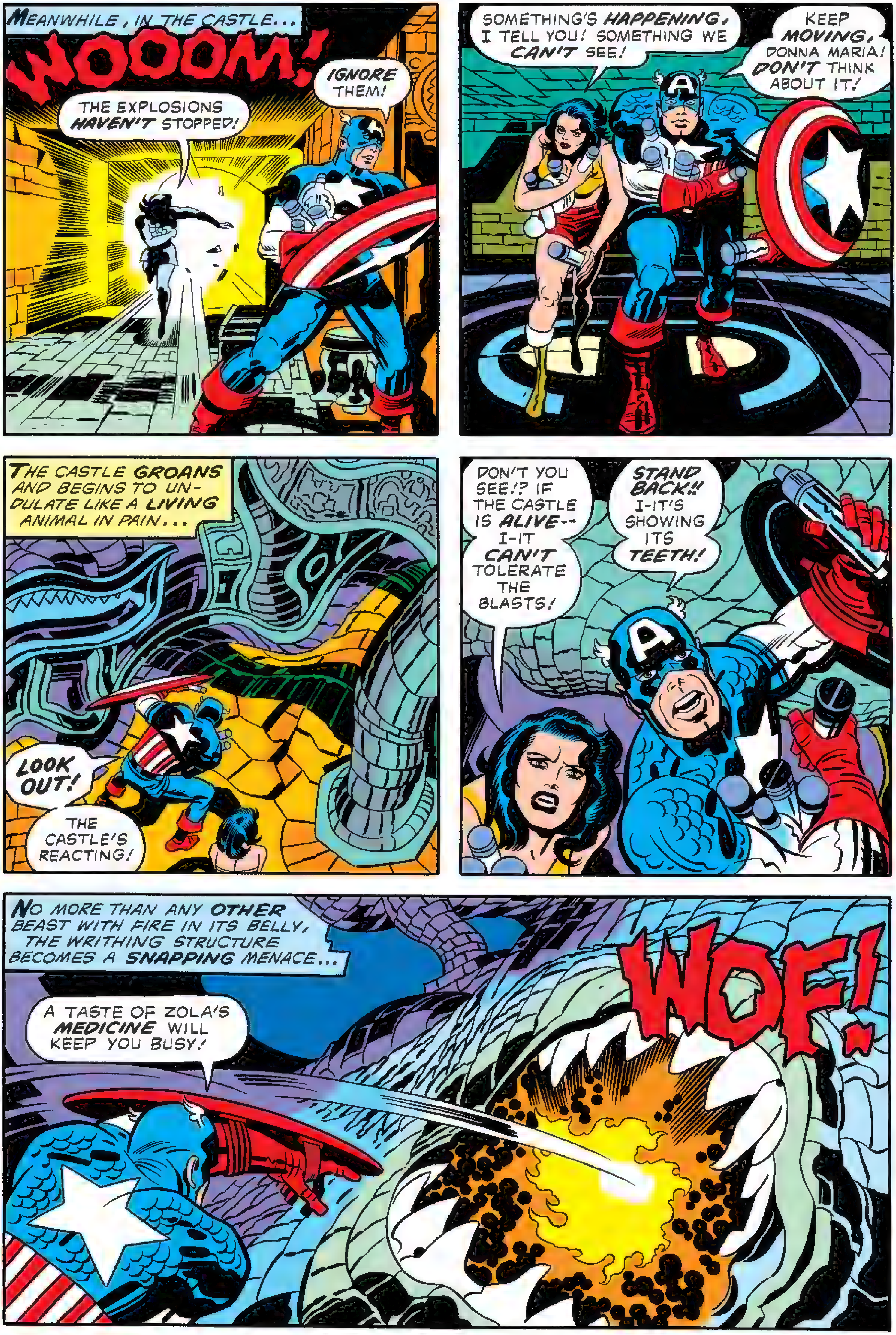

YES... CAPTAIN AMERICA.
ADOLF HITLER SHALL RETURN WITH--
THE FACE OF A HERO!
YOURS!!
HAHAHAHAH!!
YOU'LL HAVE TO KILL ME BEFORE YOU DO THAT!!

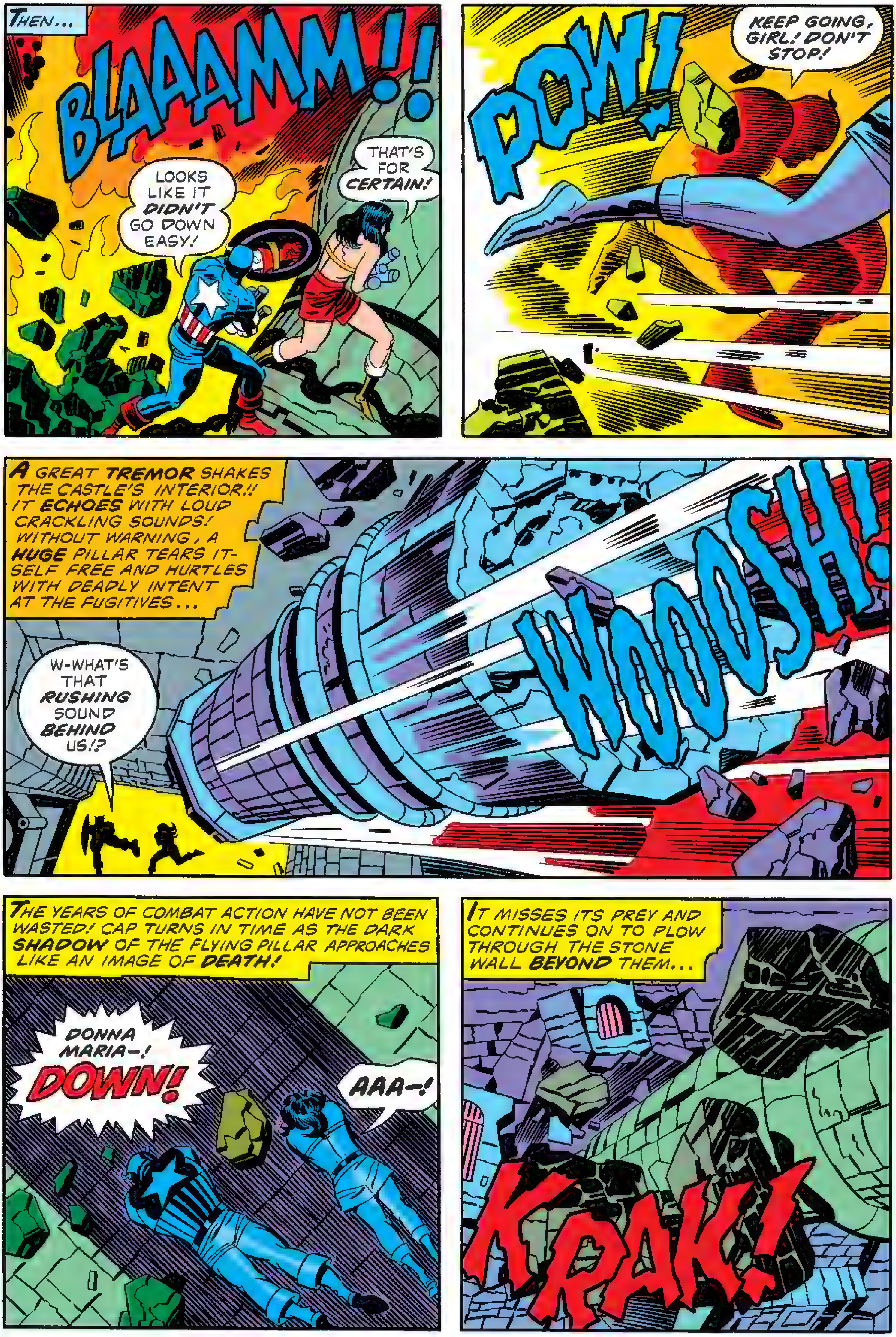

IN THE MOUNTAIN LABORATORY OF ARNIM ZOLA, BIO-CHEMICAL GENIUS, CAPTAIN AMERICA FACES A HORRIFYING PROSPECT...
KILLING YOU WILL HARDLY BE NECESSARY! I NEED YOU FOR THIS!
YOU'VE KEPT THAT MONSTER'S BRAIN ALIVE SINCE '44-- AND YOU'VE ATTACHED IT TO A STRONG BODY... BUT, IT WILL NEVER WEAR MY FACE!
HEAR ME OUT, ZOLA. YOU CAN CREATE MIRACLES WITH LIVING CELLS! YOU'VE MADE THINGS THAT CRAWL AND SWIM AND FLY... BUT THIS TIME YOU'RE TAMPERING WITH THE HUMAN WILL!
AND IT WON'T WORK!
NONSENSE! YOU FORGET YOUR POSITION! YOU'RE HELPLESS -- TRAPPED! WHY, THIS VERY CASTLE IS A LIVING ORGANISM WHICH SERVES AS YOUR CAGE!

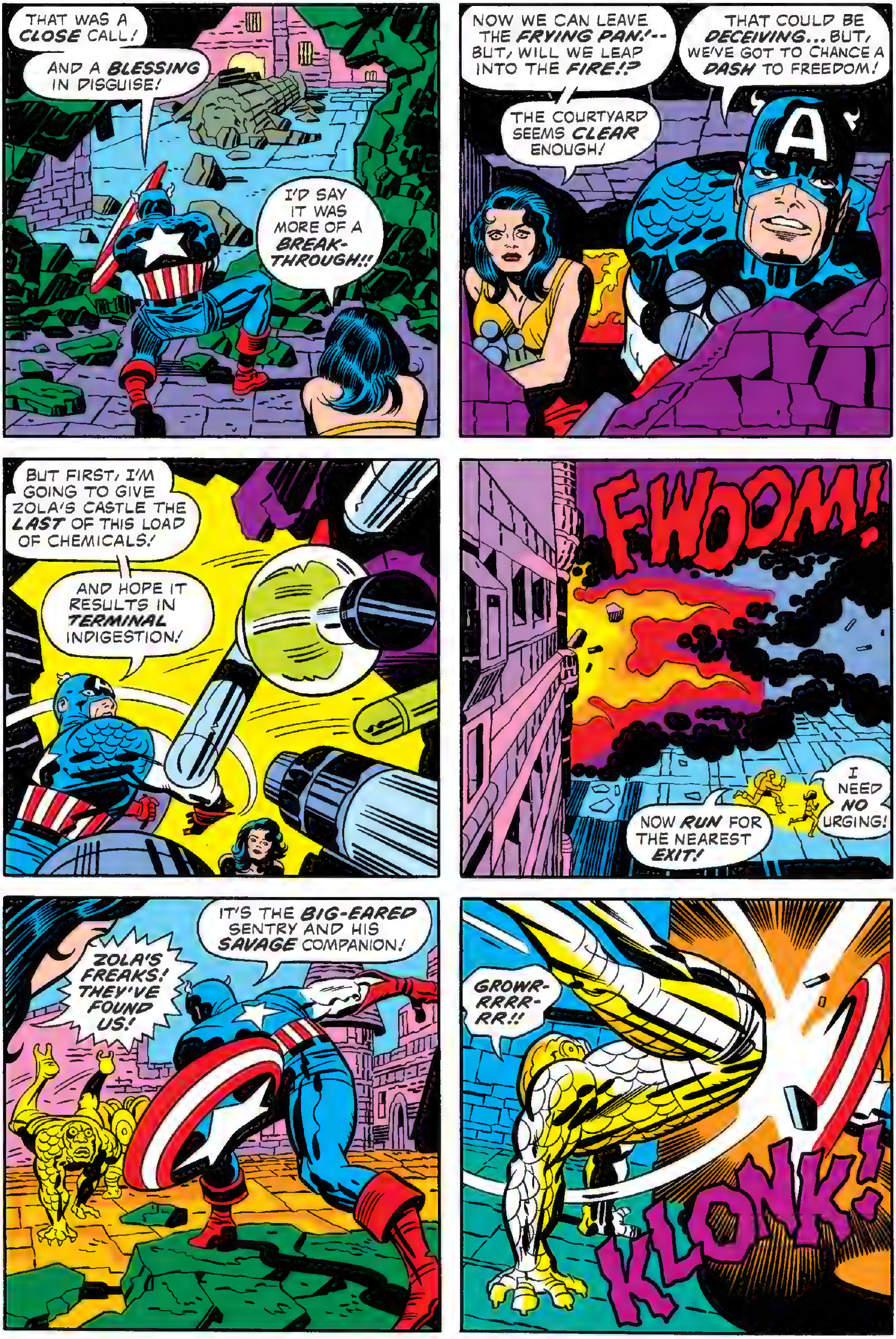

MAKE PEACE WITH YOUR DESTINY! AFTER ALL... THE WORLD WOULD ACCEPT HITLER WITH YOUR FACE RATHER THAN THIS OLD MODEL!
SUBMIT AND I SHALL BE KIND! THERE WILL BE LITTLE PAIN!
AT MY COMMAND, THESE WALLS WILL SPRAY YOU WITH ANESTHETIC CHEMICALS!
YOU'RE AS MAD AS YOUR FRIEND THE RED SKULL! AND THAT'S SAYING A LOT!
SUDDENLY, BEFORE ANY FURTHER WORDS CAN BE EXCHANGED...
WHA--!?
WE'LL SEE WHO GETS SPRAYED WITH CHEMICALS!
DONNA MARIA--!
THEN...
YAAAAA!!
POF!
ZOLA'S BEEN WORKING WITH VOLATILE MATERIAL! IT EXPLODES ON CONTACT!
IT WORKS FOR US, TOO! W-WE'VE GOT A CHANCE, NOW--!
THERE'S MORE HERE! WE'LL NEED ALL WE CAN CARRY!
I LOVE YOU, BABY! ZOLA WAS SO INTRIGUED BY HITLER'S BRAIN THAT HE OVER-LOOKED YOURS!

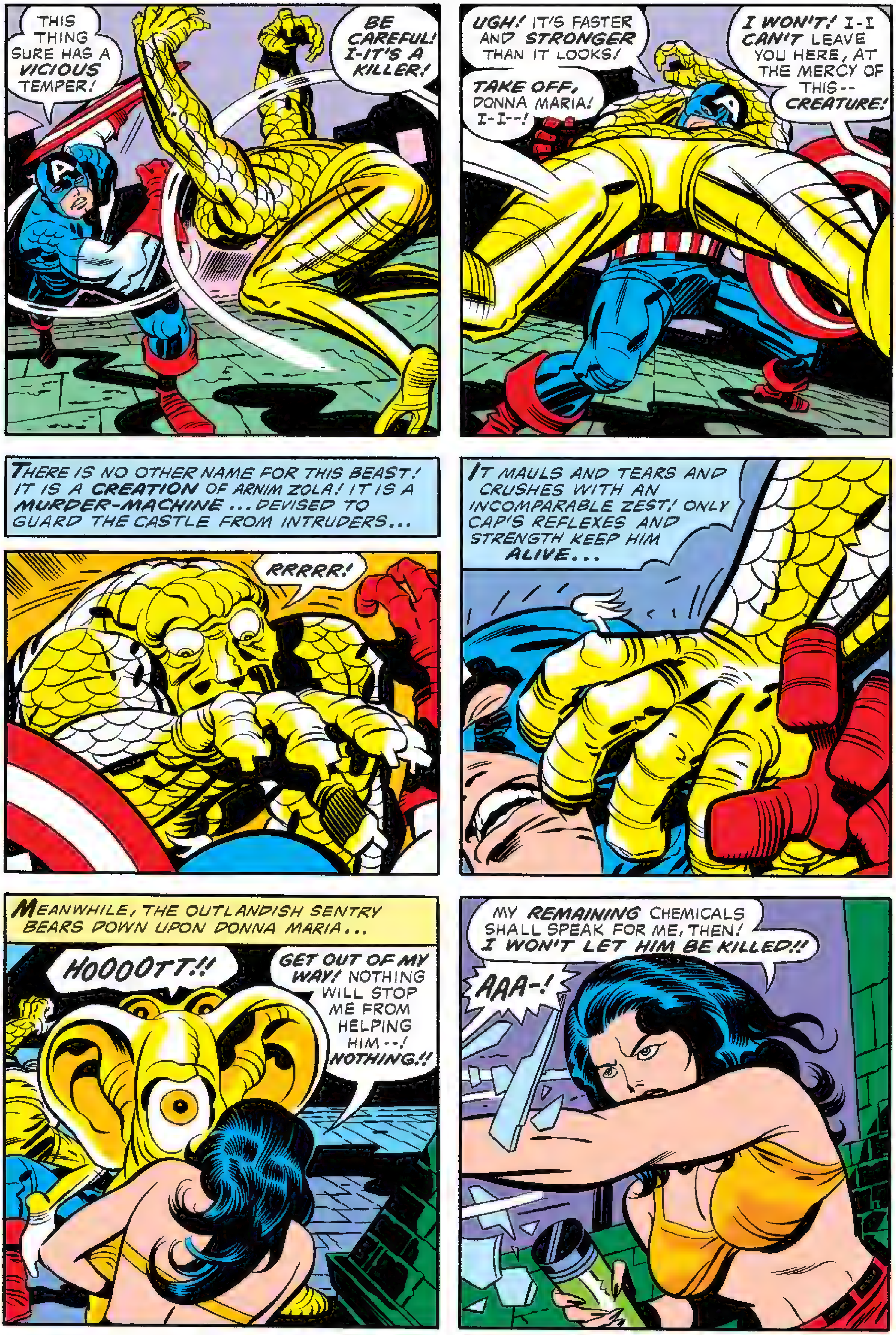

SAY THAT AGAIN... YOU KNOW... THE PART ABOUT "I LOVE YOU, BABY!"
NOW LOOK, DONNA MARIA... THIS IS NOT A MOONLIT PARK, AND WE'RE NOT OUT FOR A STROLL!
LET'S GET OUTTA HERE!!
THE FLAMES SPREAD WITH UNCANNY SWIFTNESS AS THE TWO RACE FOR FREEDOM...
THERE'S NO TELLING WHAT WILL HAPPEN NEXT! THE CHEMICALS NOT ONLY EXPLODE, BUT THEIR FUMES IGNITE TOO!
T-THAT COULD CAUSE A CONTINUOUS CHAIN REACTION --COULDN'T IT?
CAP MAKES NO REPLY. THE GIRL MIGHT BE RIGHT... AND IT SEEMS THAT SPEED MAY BE THE ONLY ANSWER TO THEIR PLIGHT...
GRRUUMMM!
T-THAT GROANING SOUND! I-IT SEEMS TO BE COMING FROM THE CASTLE ITSELF!
WHY NOT! IT'S ORGANIC-- ALIVE!
AT THAT MOMENT, A ROCKET PLANE DROPS FROM ORBITAL FLIGHT AND HURTLES TOWARD THE SWISS ALPS...
YOU'RE BEHAVING LIKE A GENTLEMAN, RED SKULL! I'M RATHER SURPRISED!
SURPRISE, MY DEAR SHARON, IS MY MOST FAVORED TACTIC!
THEN, OF COURSE... A DEAL IS A DEAL! I PROMISED TO TAKE YOU TO CAPTAIN AMERICA IF YOU ABSTAINED FROM INVITING ALL THE OTHER SHIELD AGENTS!
I'VE KEPT MY BARGAIN! WE'RE NOT BEING FOLLOWED! BUT... REMEMBER THIS--!
I'M FULLY ARMED! AND YOU'RE NOT! IF YOU MAKE ONE MOVE TO RATTLE ME I'LL--!
HOW ADMIRABLE! I OFTEN REGRET THAT THE NAZI PHILOSOPHY EXCLUDES THE STRENGTH OF WOMEN!

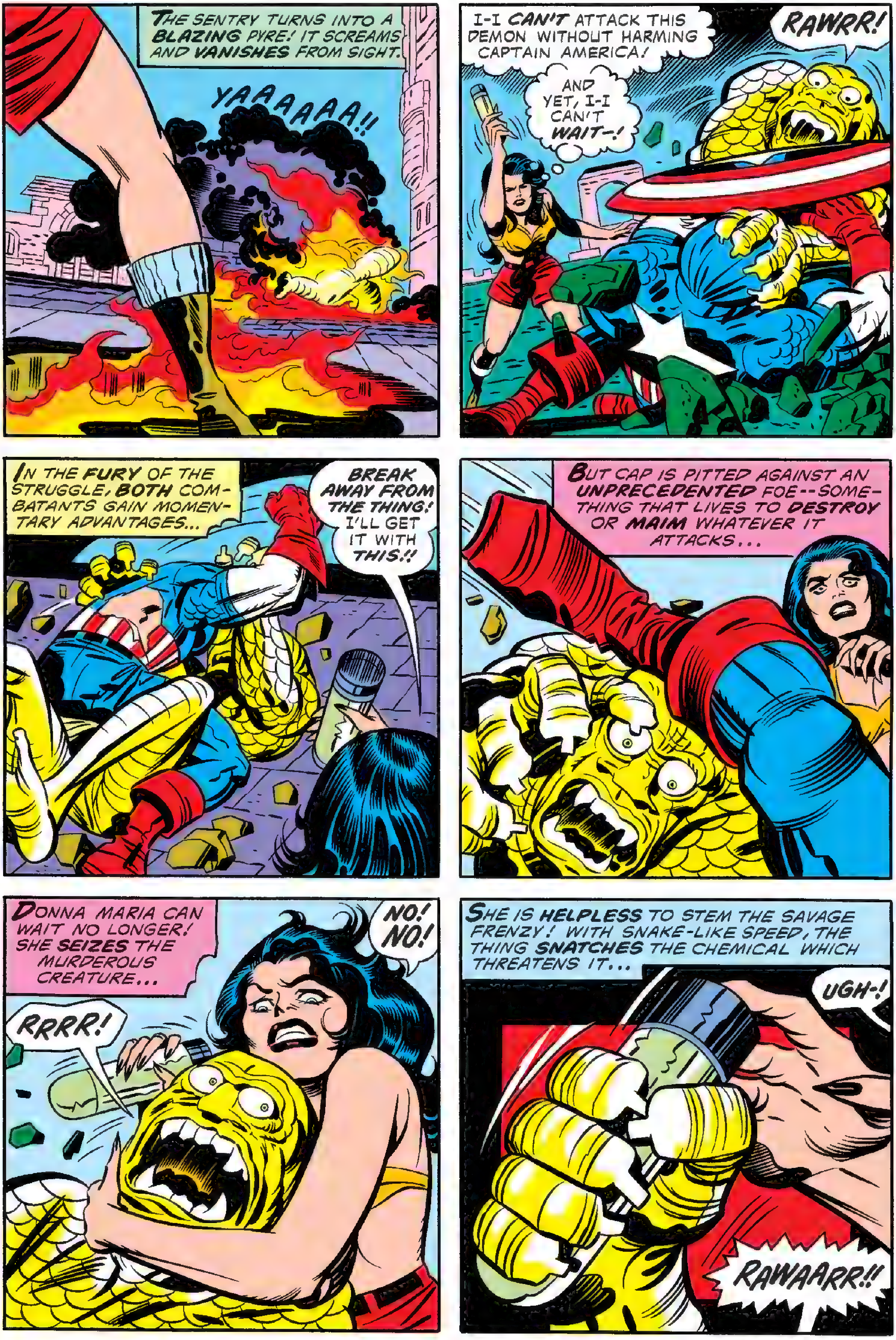

BEHOLD THE BEAUTY OF THE LOFTY ALPS! IT IS IN **THIS** AREA THAT WE'LL FIND YOUR BELOVED SUPER-HERO!
HE IS **ASSISTING** IN A MOST NOBLE EXPERIMENT! **HAHAHAHAH!!**
CACKLING **MONSTER!** IF CAP'S BEEN HARMED, **YOU'LL** PAY FOR IT!
WITH A DEAD MILLIONAIRE'S MONEY, YOU'VE BEEN **FINANCING** WHOEVER'S BEEN CREATING THOSE HORRIBLE **FREAKS** THAT **SHIELD** HAS **CAPTURED** IN VARIOUS COUNTRIES!
SIMPLISTIC, BUT **TRUE**, MY DEAR!
NO DOUBT WE'RE HEADING TOWARD SOME **FRANKENSTEIN'S** ZOO OF **EVIL**!!
PERHAPS...IT ALL DEPENDS ON WHAT **SIDE** YOU'RE ON...
I SEE IT AS THE BIRTHPLACE OF A **NEW** FUTURE!
A FUTURE WHERE LIFE IS **MANIPULATED** TO SERVE THE **MIGHTY!** THE FUTURE YOU ALL THOUGHT WAS **CONSUMED** BY THE FLAMES OF A PAST WAR!!
THAT FUTURE IS NOW **RISING** FROM THOSE ASHES!
THERE--! IN CASTLE ZOLA, THE **LEADER** IS BEING **RESHAPED** TO TAKE HIS RIGHTFUL PLACE!
YOUR **PRECIOUS** CAPTAIN AMERICA IS AN **IMPORTANT** PART OF THAT PROJECT!
YOU LIE!
C-CAP WOULD **NEVER** LET IT HAPPEN! ...UNLESS... UNLESS HE WAS PUT INTO A POSITION WHERE HE-- **C-COULDN'T** FUNCTION!
ALAS... HIS BUSINESS **IS** FULL OF **RISKS... ISN'T** IT, MY GIRL!?

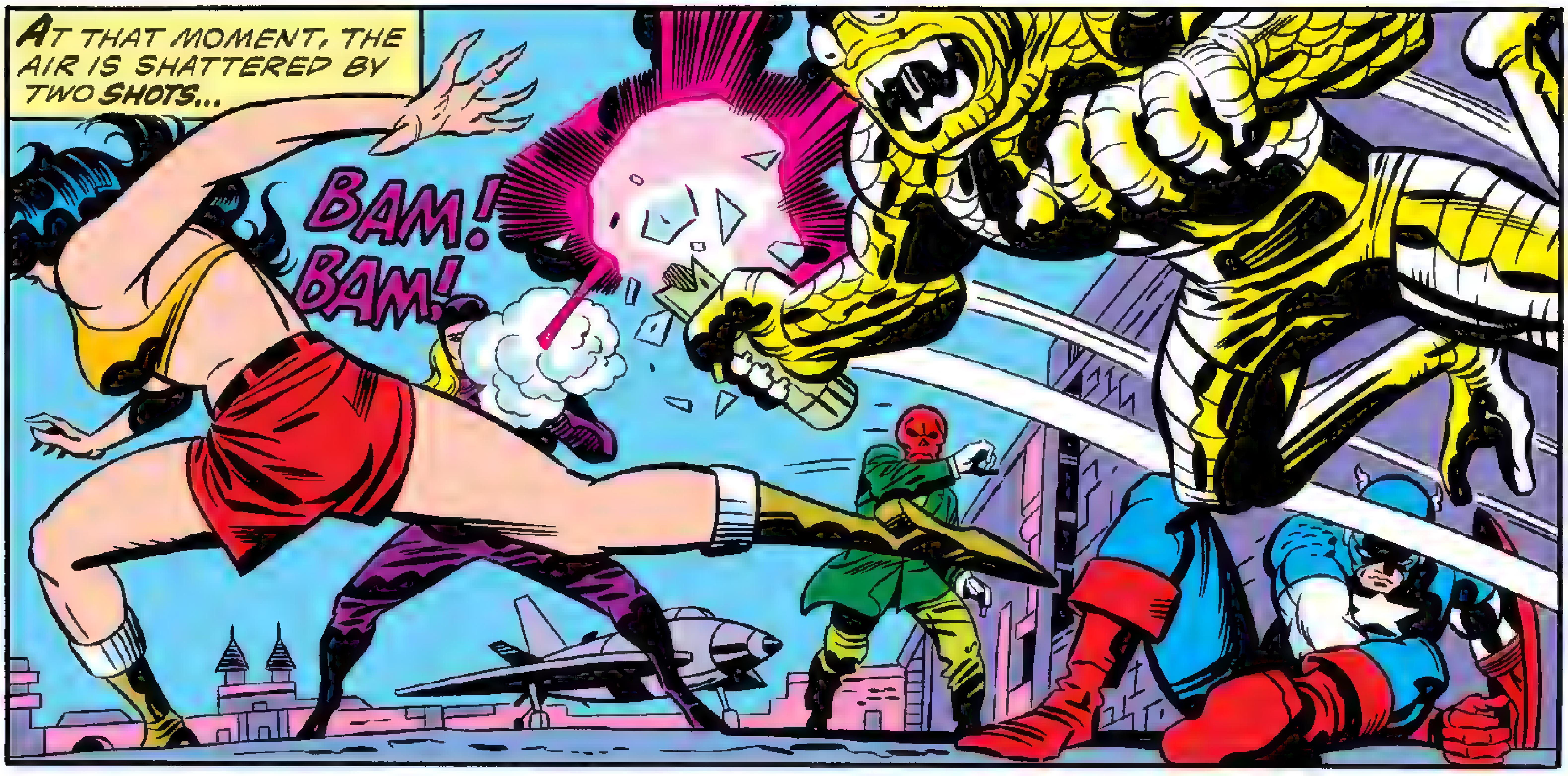

MEANWHILE, IN THE CASTLE...
WOOOM!
THE EXPLOSIONS HAVEN'T STOPPED!
IGNORE THEM!
SOMETHING'S HAPPENING, I TELL YOU! SOMETHING WE CAN'T SEE!
KEEP MOVING, DONNA MARIA! DON'T THINK ABOUT IT!
THE CASTLE GROANS AND BEGINS TO UNDULATE LIKE A LIVING ANIMAL IN PAIN...
LOOK OUT!
THE CASTLE'S REACTING!
DON'T YOU SEE!? IF THE CASTLE IS ALIVE-- I-IT CAN'T TOLERATE THE BLASTS!
STAND BACK!! I-IT'S SHOWING ITS TEETH!
NO MORE THAN ANY OTHER BEAST WITH FIRE IN ITS BELLY, THE WRITHING STRUCTURE BECOMES A SNAPPING MENACE...
A TASTE OF ZOLA'S MEDICINE WILL KEEP YOU BUSY!
WOF!

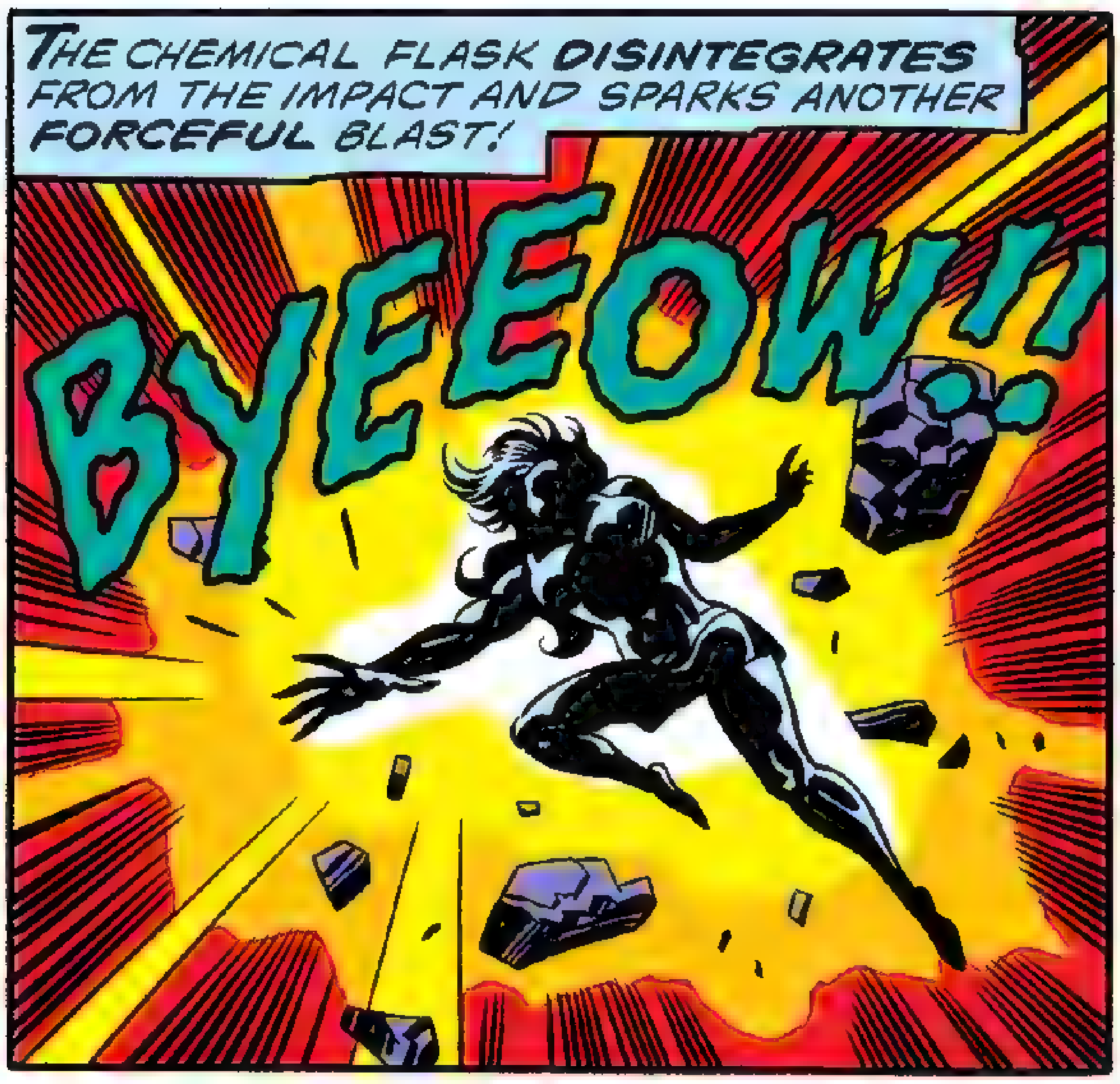

THEN...
BLAAAMM!!
LOOKS LIKE IT DIDN'T GO DOWN EASY!
THAT'S FOR CERTAIN!
POW!
KEEP GOING, GIRL! DON'T STOP!
A GREAT TREMOR SHAKES THE CASTLE'S INTERIOR!! IT ECHOES WITH LOUD CRACKLING SOUNDS! WITHOUT WARNING, A HUGE PILLAR TEARS ITSELF FREE AND HURTLES WITH DEADLY INTENT AT THE FUGITIVES...
WOOOSH!
W-WHAT'S THAT RUSHING SOUND BEHIND US!?
THE YEARS OF COMBAT ACTION HAVE NOT BEEN WASTED! CAP TURNS IN TIME AS THE DARK SHADOW OF THE FLYING PILLAR APPROACHES LIKE AN IMAGE OF DEATH!
DONNA MARIA--! DOWN!
AAA--!
IT MISSES ITS PREY AND CONTINUES ON TO PLOW THROUGH THE STONE WALL BEYOND THEM...
KRAK!

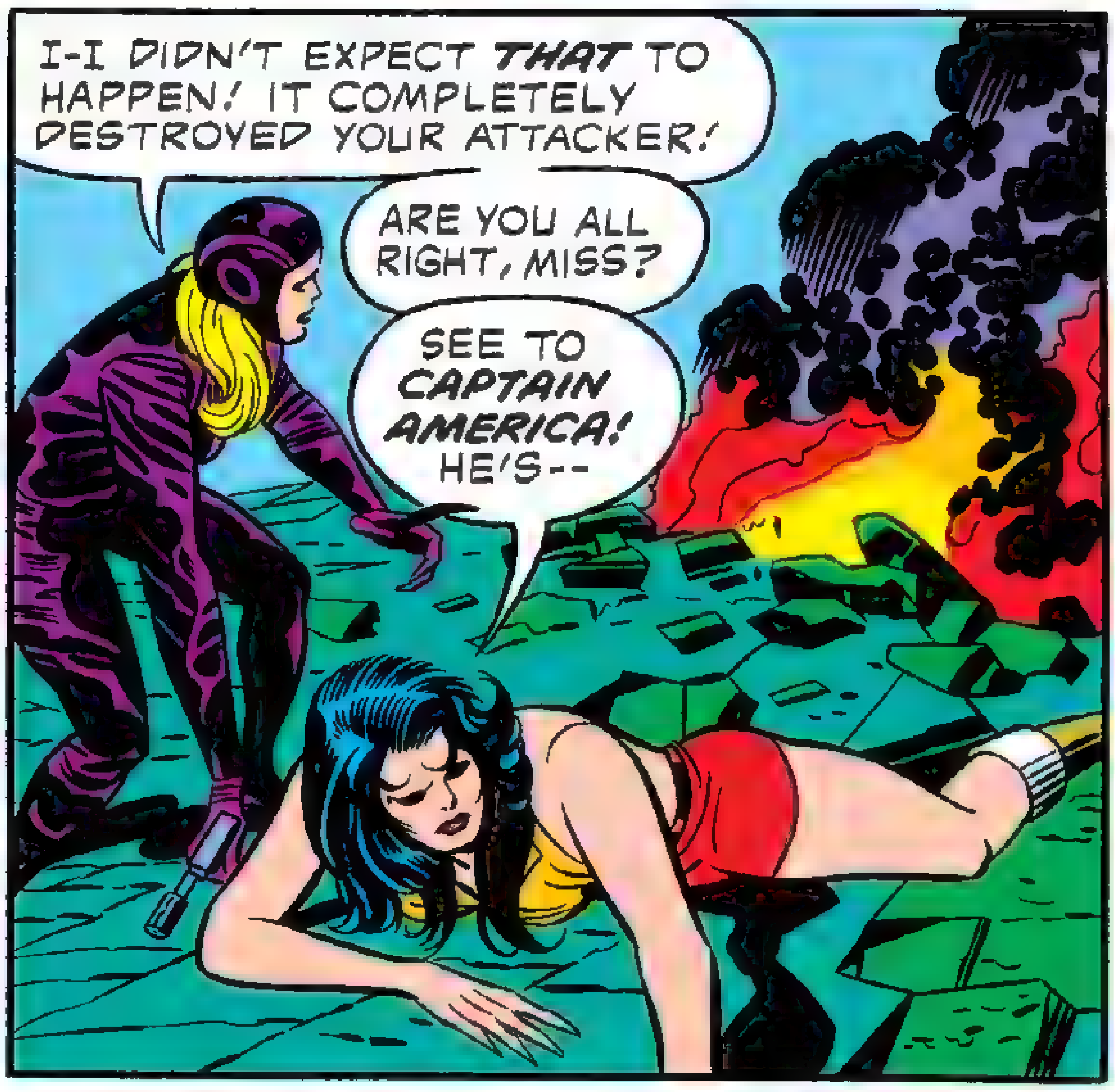

THAT WAS A *CLOSE* CALL!
AND A *BLESSING* IN DISGUISE!
I'D SAY IT WAS MORE OF A *BREAK-THROUGH!!*
NOW WE CAN LEAVE THE *FRYING PAN!*--BUT, WILL WE LEAP INTO THE *FIRE!?*
THE COURTYARD SEEMS *CLEAR* ENOUGH!
THAT COULD BE *DECEIVING...* BUT, WE'VE GOT TO CHANCE A *DASH* TO FREEDOM!
BUT FIRST, I'M GOING TO GIVE ZOLA'S CASTLE THE *LAST* OF THIS LOAD OF CHEMICALS!
AND HOPE IT RESULTS IN *TERMINAL* INDIGESTION!
FWOOM!
NOW *RUN* FOR THE NEAREST *EXIT!*
I NEED *NO* URGING!
ZOLA'S FREAKS! THEY'VE FOUND US!
IT'S THE *BIG-EARED* SENTRY AND HIS *SAVAGE* COMPANION!
GROWR-RRRR-RR!!
KLONK!

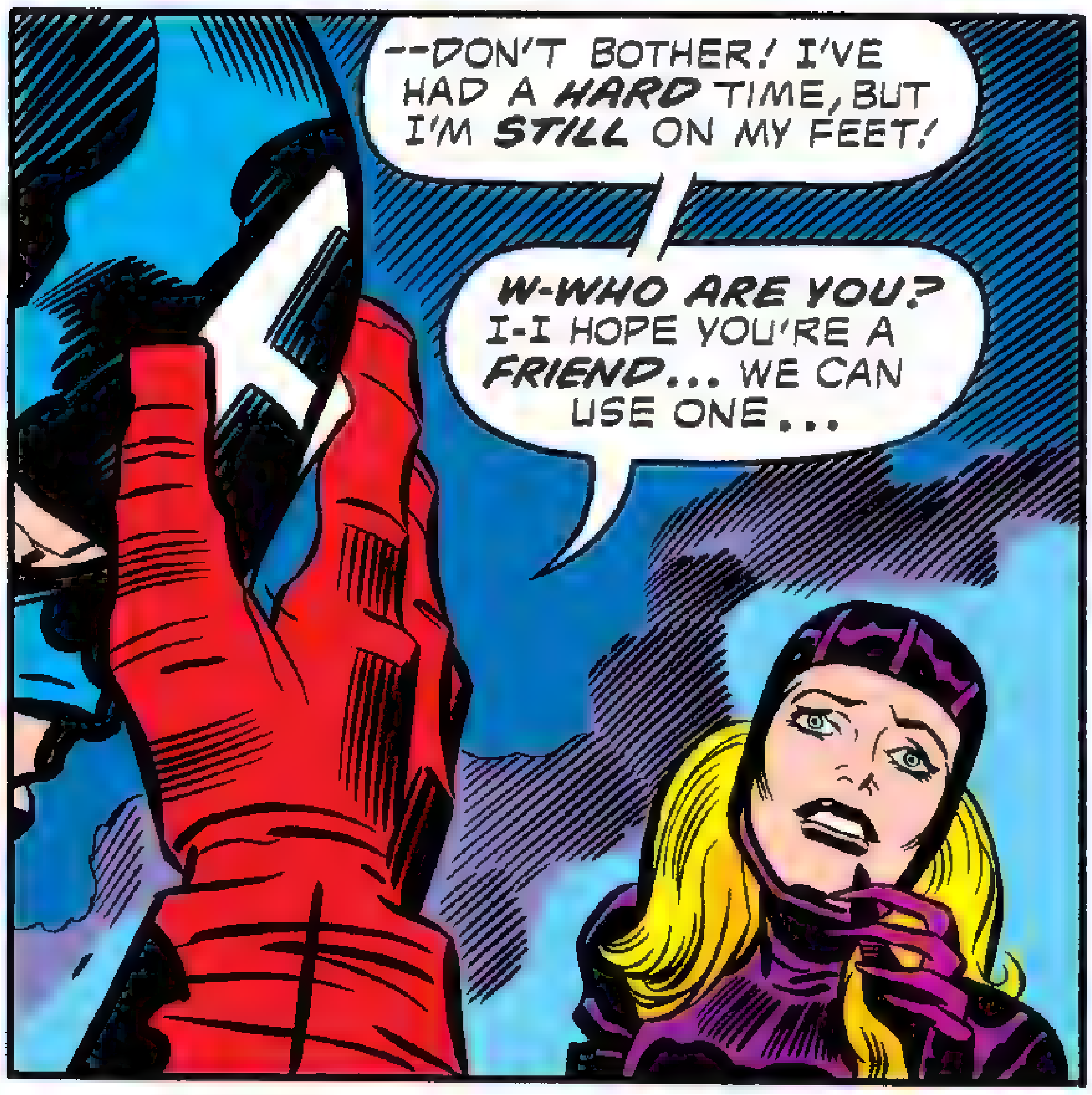

THIS THING SURE HAS A VICIOUS TEMPER!
BE CAREFUL! I-IT'S A KILLER!
UGH! IT'S FASTER AND STRONGER THAN IT LOOKS!
TAKE OFF, DONNA MARIA! I-I--!
I WON'T! I-I CAN'T LEAVE YOU HERE, AT THE MERCY OF THIS-- CREATURE!
THERE IS NO OTHER NAME FOR THIS BEAST! IT IS A CREATION OF ARNIM ZOLA! IT IS A MURDER-MACHINE ...DEVISED TO GUARD THE CASTLE FROM INTRUDERS...
RRRRR!
IT MAULS AND TEARS AND CRUSHES WITH AN INCOMPARABLE ZEST! ONLY CAP'S REFLEXES AND STRENGTH KEEP HIM ALIVE...
MEANWHILE, THE OUTLANDISH SENTRY BEARS DOWN UPON DONNA MARIA...
HOOOOTT!!
GET OUT OF MY WAY! NOTHING WILL STOP ME FROM HELPING HIM--! NOTHING!!
MY REMAINING CHEMICALS SHALL SPEAK FOR ME, THEN! I WON'T LET HIM BE KILLED!!
AAA-!

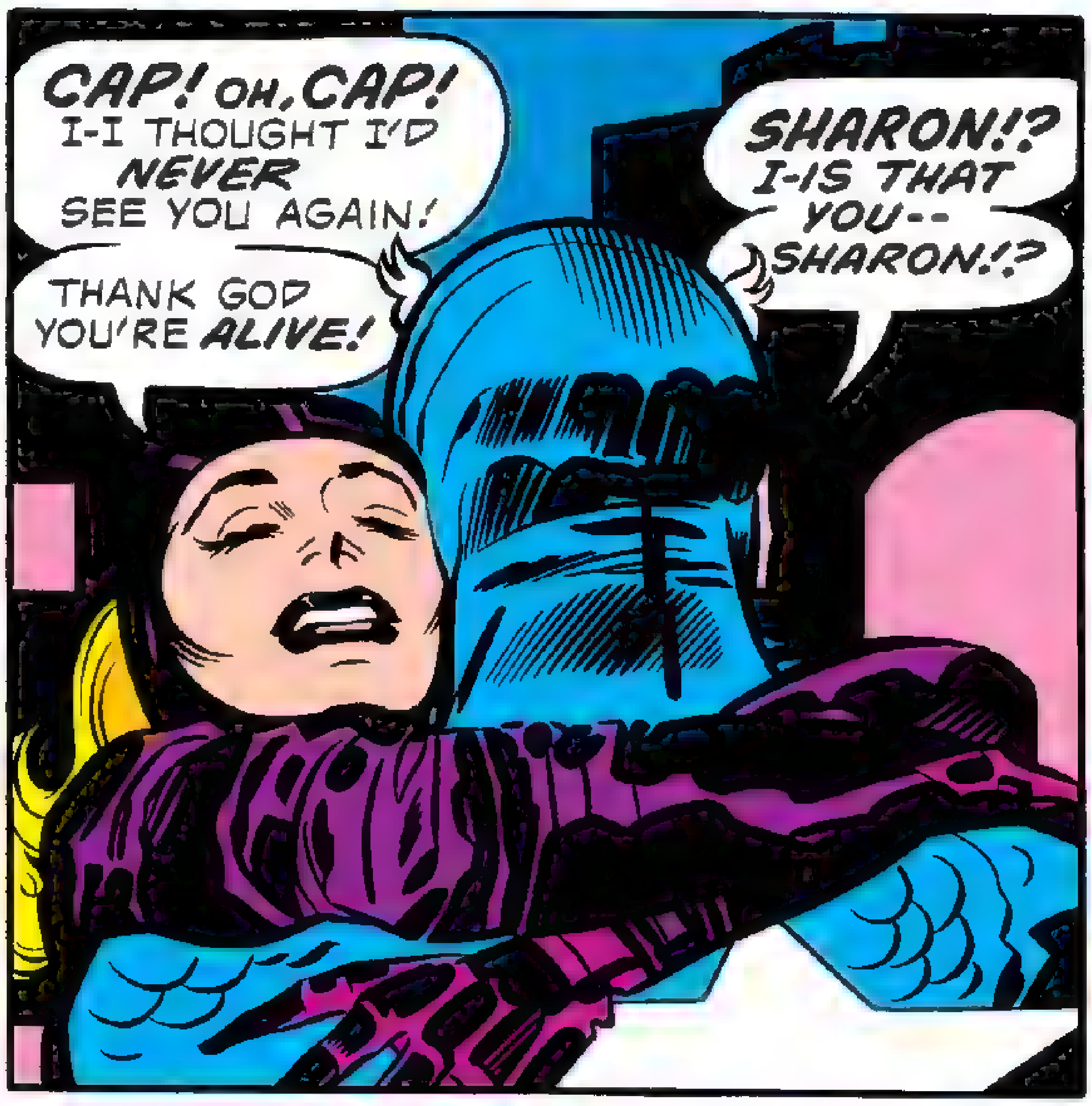

THE SENTRY TURNS INTO A BLAZING PYRE! IT SCREAMS AND VANISHES FROM SIGHT.
YAAAAAAA!!
I-I CAN'T ATTACK THIS DEMON WITHOUT HARMING CAPTAIN AMERICA!
AND YET, I-I CAN'T WAIT--!
RAWRR!
IN THE FURY OF THE STRUGGLE, BOTH COMBATANTS GAIN MOMENTARY ADVANTAGES...
BREAK AWAY FROM THE THING! I'LL GET IT WITH THIS!!
BUT CAP IS PITTED AGAINST AN UNPRECEDENTED FOE--SOMETHING THAT LIVES TO DESTROY OR MAIM WHATEVER IT ATTACKS...
DONNA MARIA CAN WAIT NO LONGER! SHE SEIZES THE MURDEROUS CREATURE...
NO! NO!
RRRR!
SHE IS HELPLESS TO STEM THE SAVAGE FRENZY! WITH SNAKE-LIKE SPEED, THE THING SNATCHES THE CHEMICAL WHICH THREATENS IT...
UGH-!
RAWAARR!!

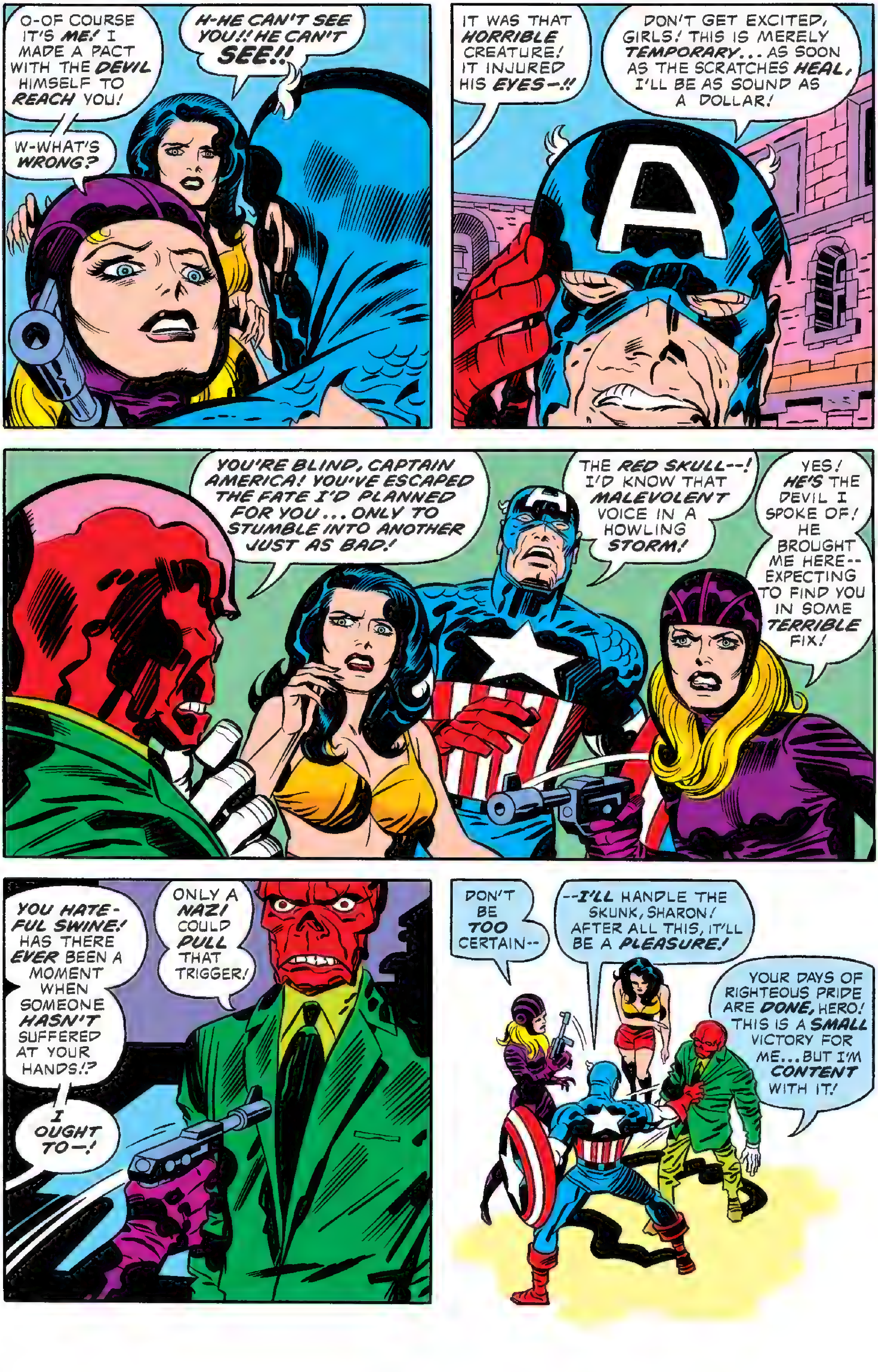

AT THAT MOMENT, THE AIR IS SHATTERED BY TWO SHOTS...
BAM! BAM!

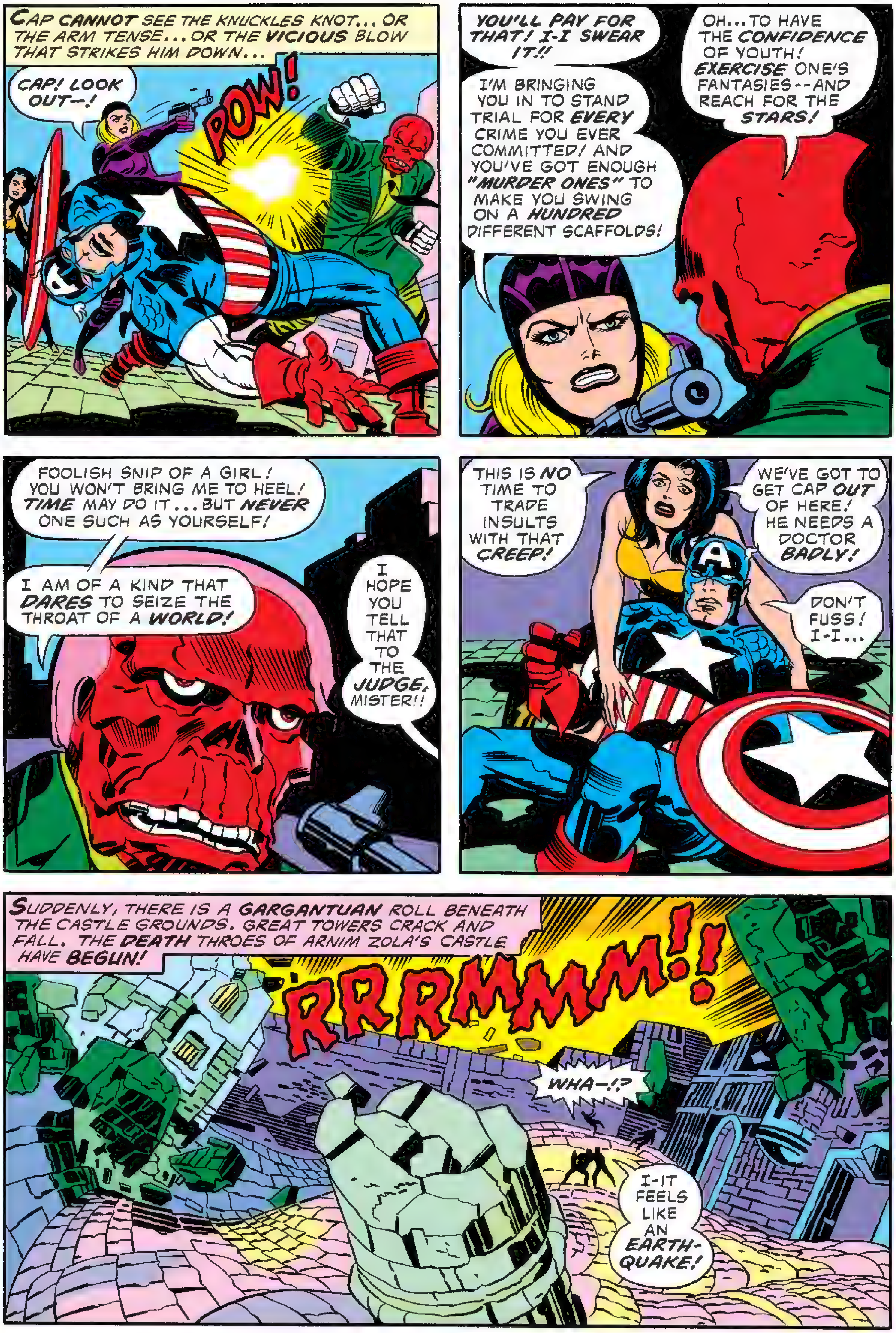

THE CHEMICAL FLASK DISINTEGRATES FROM THE IMPACT AND SPARKS ANOTHER FORCEFUL BLAST!
BYEEOW!!

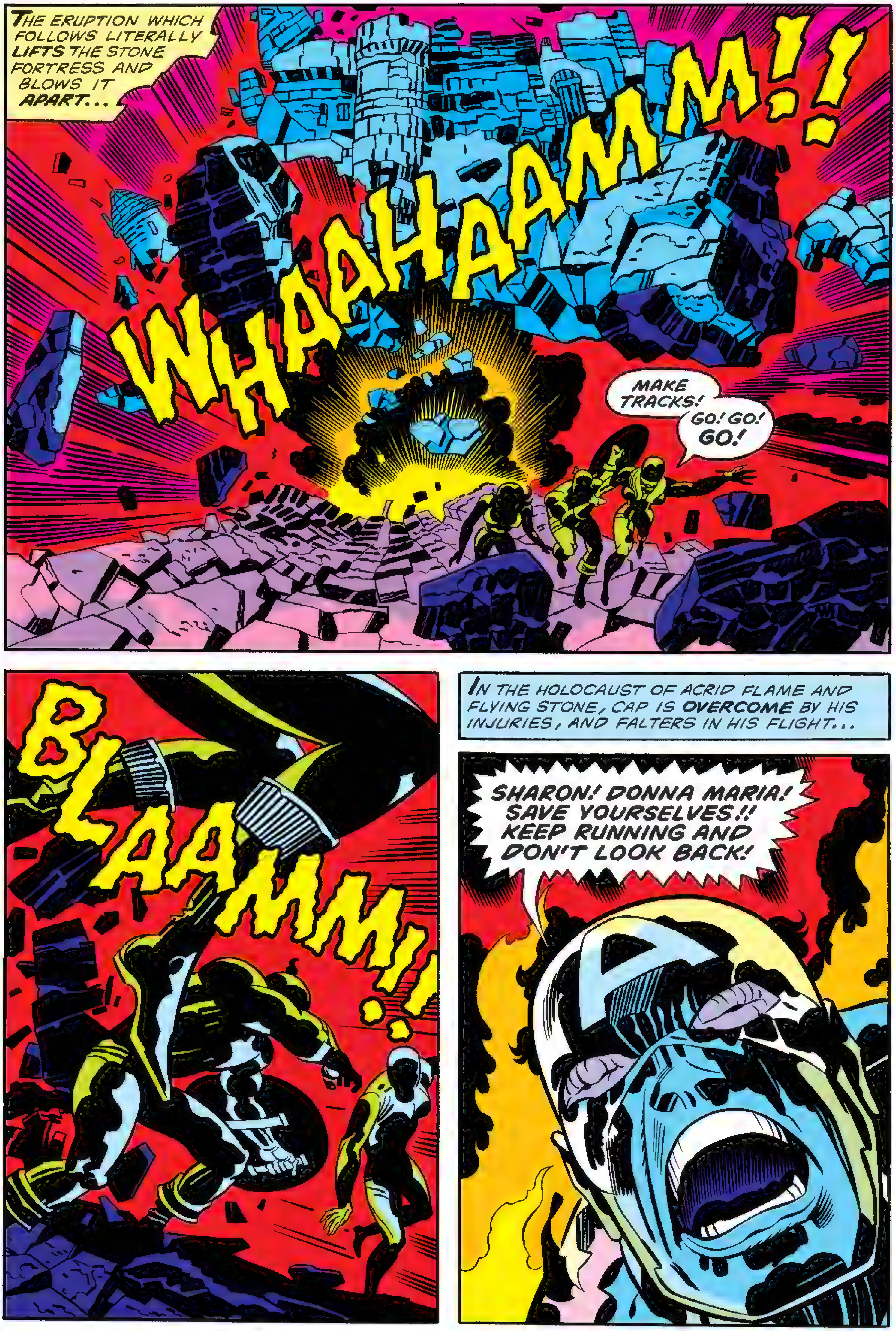

I-I DIDN'T EXPECT THAT TO HAPPEN! IT COMPLETELY DESTROYED YOUR ATTACKER!
ARE YOU ALL RIGHT, MISS?
SEE TO CAPTAIN AMERICA! HE'S--

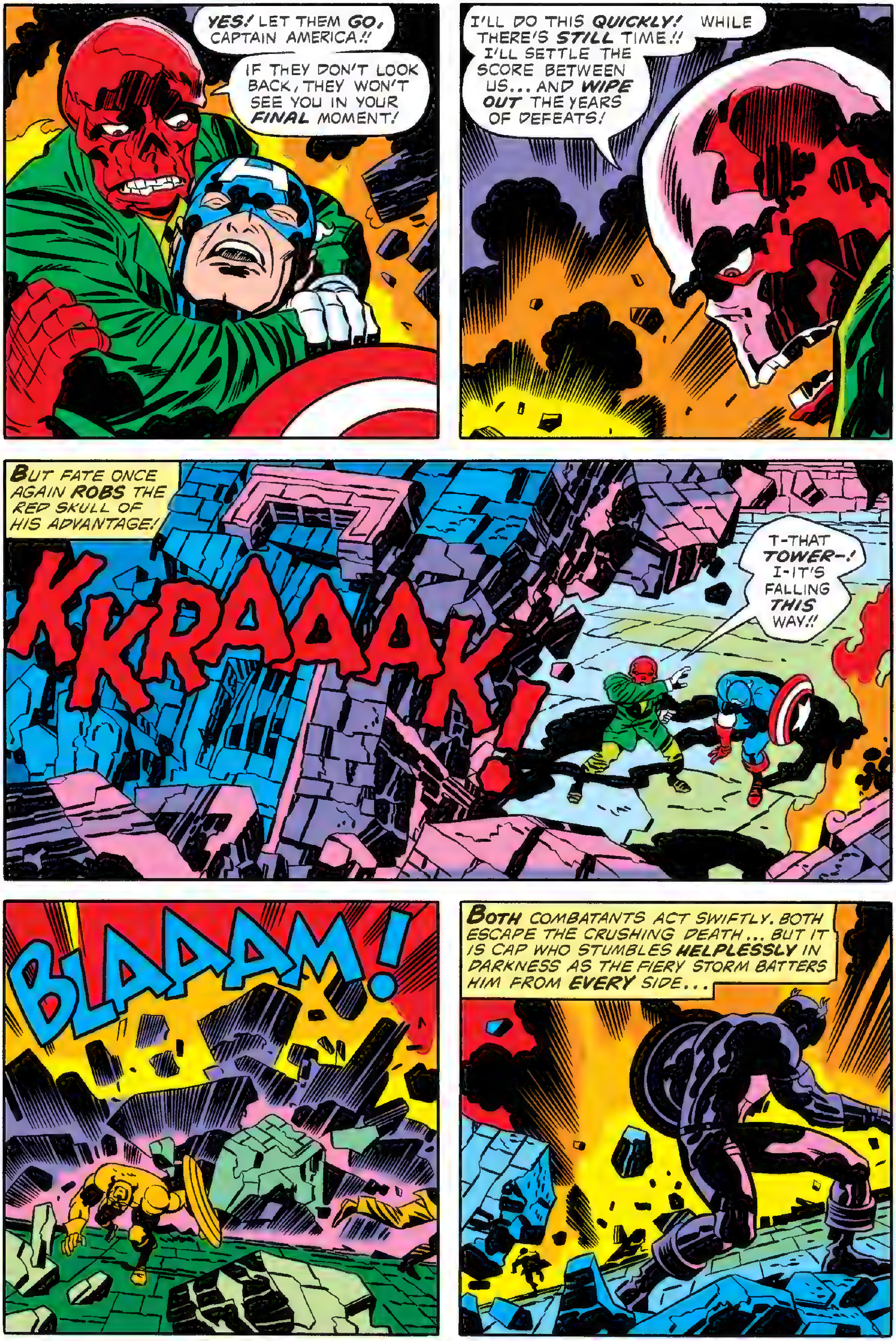

--DON'T BOTHER! I'VE HAD A HARD TIME, BUT I'M STILL ON MY FEET!
W-WHO ARE YOU? I-I HOPE YOU'RE A FRIEND... WE CAN USE ONE...

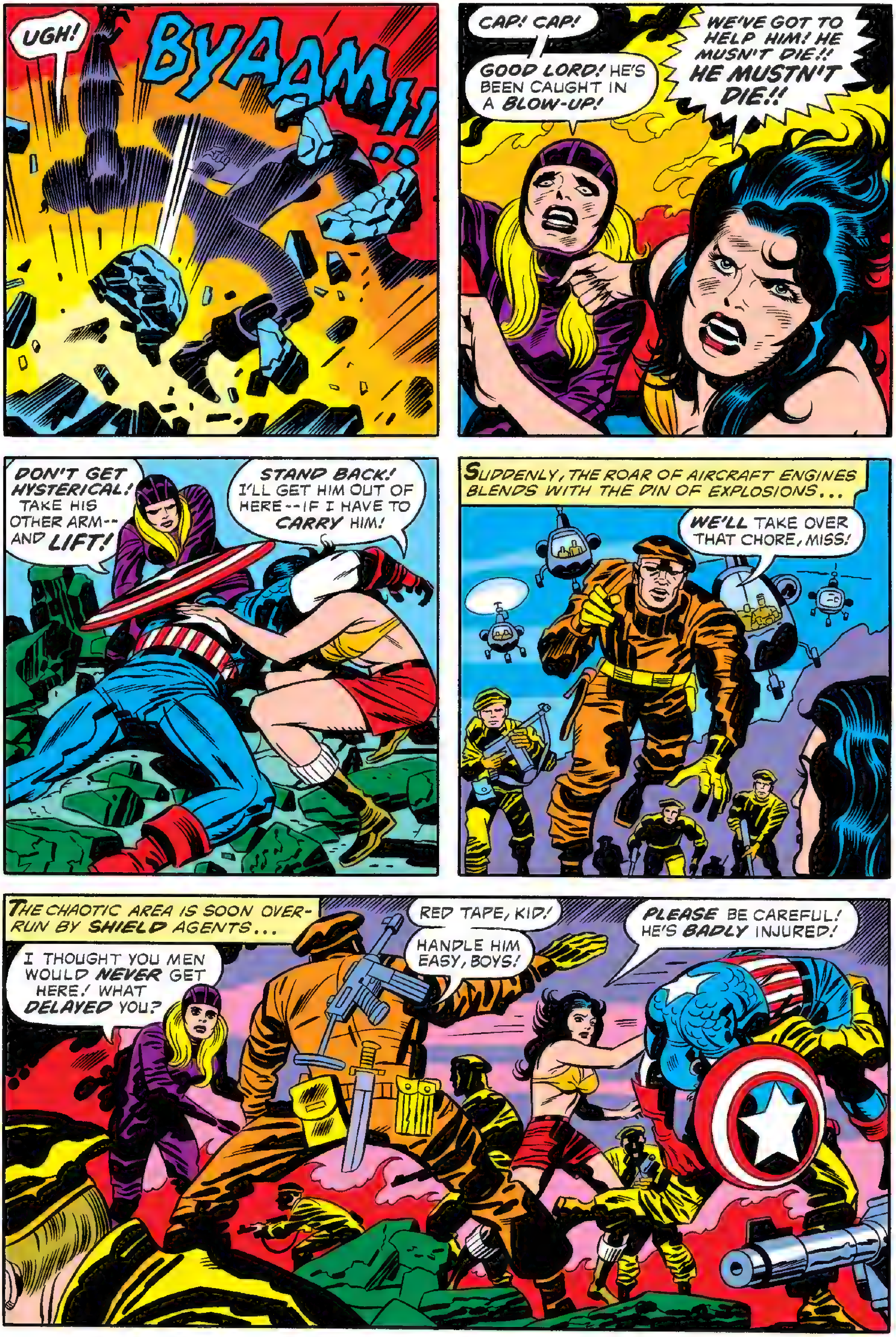

CAP! OH, CAP! I-I THOUGHT I'D NEVER SEE YOU AGAIN!
THANK GOD YOU'RE ALIVE!
SHARON!? I-IS THAT YOU-- SHARON!?

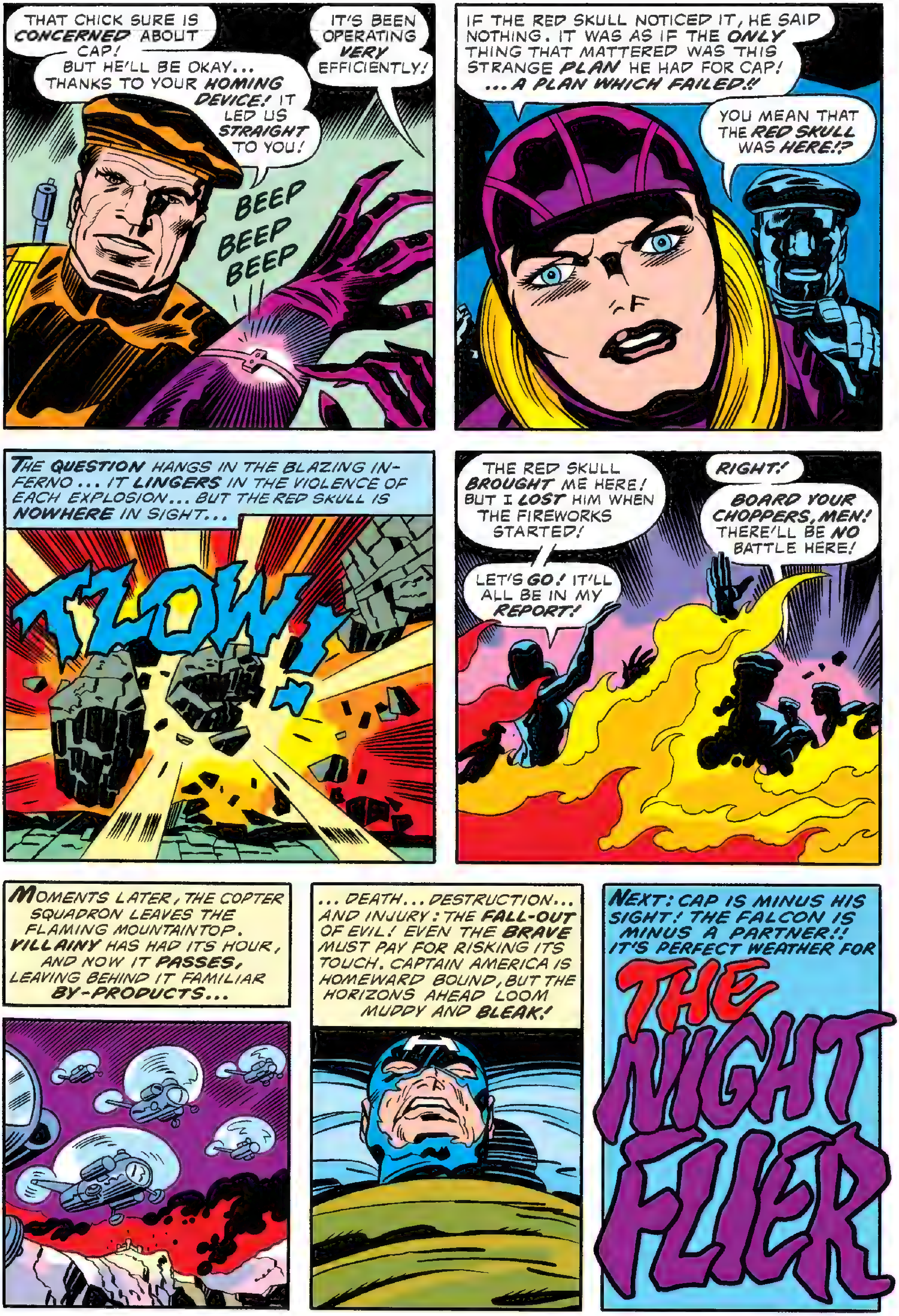

O-OF COURSE IT'S *ME!* I MADE A PACT WITH THE *DEVIL* HIMSELF TO *REACH* YOU!
W-WHAT'S *WRONG?*
H-HE CAN'T SEE YOU!! HE CAN'T SEE!!
IT WAS THAT *HORRIBLE* CREATURE! IT INJURED HIS *EYES--!!*
DON'T GET EXCITED, GIRLS! THIS IS MERELY *TEMPORARY...* AS SOON AS THE SCRATCHES *HEAL,* I'LL BE AS SOUND AS A DOLLAR!
YOU'RE BLIND, CAPTAIN AMERICA! YOU'VE ESCAPED THE FATE I'D PLANNED FOR YOU... ONLY TO STUMBLE INTO ANOTHER JUST AS BAD!
THE *RED SKULL--!* I'D KNOW THAT *MALEVOLENT* VOICE IN A HOWLING *STORM!*
YES! *HE'S* THE DEVIL I SPOKE OF! HE BROUGHT ME HERE-- EXPECTING TO FIND YOU IN SOME *TERRIBLE* FIX!
YOU HATEFUL SWINE! HAS THERE *EVER* BEEN A MOMENT WHEN SOMEONE *HASN'T* SUFFERED AT YOUR HANDS!?
I OUGHT TO--!
ONLY A *NAZI* COULD *PULL* THAT TRIGGER!
DON'T BE *TOO* CERTAIN--
--*I'LL* HANDLE THE SKUNK, SHARON! AFTER ALL THIS, IT'LL BE A *PLEASURE!*
YOUR DAYS OF RIGHTEOUS PRIDE ARE *DONE,* HERO! THIS IS A *SMALL* VICTORY FOR ME... BUT I'M *CONTENT* WITH IT!

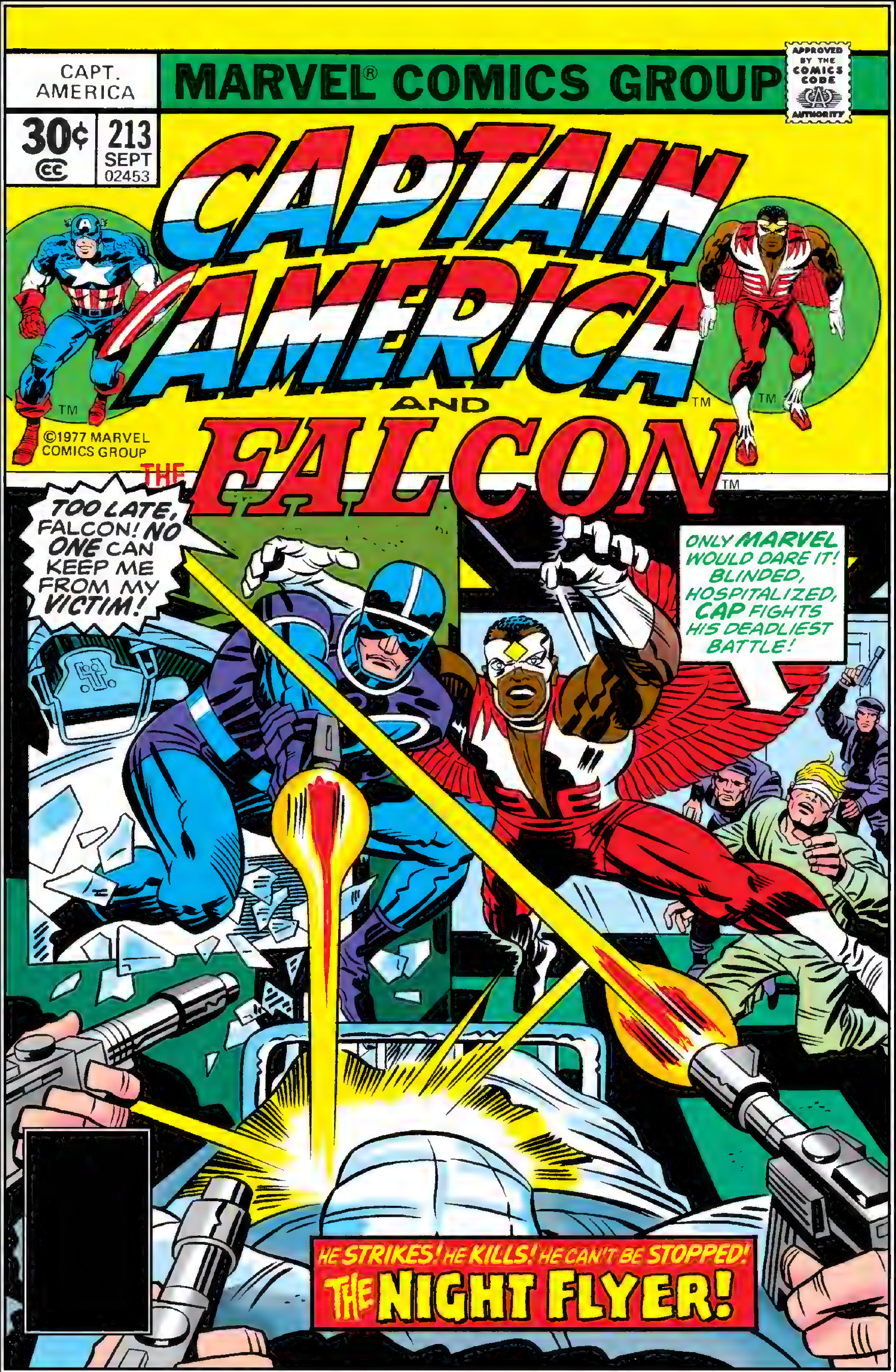

CAP CANNOT SEE THE KNUCKLES KNOT... OR THE ARM TENSE... OR THE VICIOUS BLOW THAT STRIKES HIM DOWN...
CAP! LOOK OUT—!
POW!
YOU'LL PAY FOR THAT! I-I SWEAR IT!!
I'M BRINGING YOU IN TO STAND TRIAL FOR EVERY CRIME YOU EVER COMMITTED! AND YOU'VE GOT ENOUGH "MURDER ONES" TO MAKE YOU SWING ON A HUNDRED DIFFERENT SCAFFOLDS!
OH... TO HAVE THE CONFIDENCE OF YOUTH! EXERCISE ONE'S FANTASIES--AND REACH FOR THE STARS!
FOOLISH SNIP OF A GIRL! YOU WON'T BRING ME TO HEEL! TIME MAY DO IT... BUT NEVER ONE SUCH AS YOURSELF!
I AM OF A KIND THAT DARES TO SEIZE THE THROAT OF A WORLD!
I HOPE YOU TELL THAT TO THE JUDGE, MISTER!!
THIS IS NO TIME TO TRADE INSULTS WITH THAT CREEP!
WE'VE GOT TO GET CAP OUT OF HERE! HE NEEDS A DOCTOR BADLY!
DON'T FUSS! I-I...
SUDDENLY, THERE IS A GARGANTUAN ROLL BENEATH THE CASTLE GROUNDS. GREAT TOWERS CRACK AND FALL. THE DEATH THROES OF ARNIM ZOLA'S CASTLE HAVE BEGUN!
RRRMMM!!
WHA—!?
I-IT FEELS LIKE AN EARTH-QUAKE!


THE ERUPTION WHICH FOLLOWS LITERALLY LIFTS THE STONE FORTRESS AND BLOWS IT APART...
WHAAHAAMMM!!
MAKE TRACKS!
GO! GO! GO!
BLAAMM!!
IN THE HOLOCAUST OF ACRID FLAME AND FLYING STONE, CAP IS OVERCOME BY HIS INJURIES, AND FALTERS IN HIS FLIGHT...
SHARON! DONNA MARIA! SAVE YOURSELVES!! KEEP RUNNING AND DON'T LOOK BACK!


YES! LET THEM GO, CAPTAIN AMERICA!!
IF THEY DON'T LOOK BACK, THEY WON'T SEE YOU IN YOUR FINAL MOMENT!
I'LL DO THIS QUICKLY! WHILE THERE'S STILL TIME!! I'LL SETTLE THE SCORE BETWEEN US... AND WIPE OUT THE YEARS OF DEFEATS!
BUT FATE ONCE AGAIN ROBS THE RED SKULL OF HIS ADVANTAGE!
KKRAAAK!
T-THAT TOWER--! I-IT'S FALLING THIS WAY!!
BLAAAM!
BOTH COMBATANTS ACT SWIFTLY. BOTH ESCAPE THE CRUSHING DEATH... BUT IT IS CAP WHO STUMBLES HELPLESSLY IN DARKNESS AS THE FIERY STORM BATTERS HIM FROM EVERY SIDE...


UGH!
BYAAM!!
CAP! CAP!
GOOD LORD! HE'S BEEN CAUGHT IN A BLOW-UP!
WE'VE GOT TO HELP HIM! HE MUSN'T DIE!! HE MUSTN'T DIE!!
DON'T GET HYSTERICAL! TAKE HIS OTHER ARM-- AND LIFT!
STAND BACK! I'LL GET HIM OUT OF HERE--IF I HAVE TO CARRY HIM!
SUDDENLY, THE ROAR OF AIRCRAFT ENGINES BLENDS WITH THE DIN OF EXPLOSIONS...
WE'LL TAKE OVER THAT CHORE, MISS!
THE CHAOTIC AREA IS SOON OVER-RUN BY SHIELD AGENTS...
I THOUGHT YOU MEN WOULD NEVER GET HERE! WHAT DELAYED YOU?
RED TAPE, KID!
HANDLE HIM EASY, BOYS!
PLEASE BE CAREFUL! HE'S BADLY INJURED!


THAT CHICK SURE IS CONCERNED ABOUT CAP!
IT'S BEEN OPERATING VERY EFFICIENTLY!
BUT HE'LL BE OKAY... THANKS TO YOUR HOMING DEVICE! IT LED US STRAIGHT TO YOU!
BEEP BEEP BEEP
IF THE RED SKULL NOTICED IT, HE SAID NOTHING. IT WAS AS IF THE ONLY THING THAT MATTERED WAS THIS STRANGE PLAN HE HAD FOR CAP! ...A PLAN WHICH FAILED!!
YOU MEAN THAT THE RED SKULL WAS HERE!?
THE QUESTION HANGS IN THE BLAZING INFERNO... IT LINGERS IN THE VIOLENCE OF EACH EXPLOSION... BUT THE RED SKULL IS NOWHERE IN SIGHT...
TZOW!
THE RED SKULL BROUGHT ME HERE! BUT I LOST HIM WHEN THE FIREWORKS STARTED!
LET'S GO! IT'LL ALL BE IN MY REPORT!
RIGHT!
BOARD YOUR CHOPPERS, MEN! THERE'LL BE NO BATTLE HERE!
MOMENTS LATER, THE COPTER SQUADRON LEAVES THE FLAMING MOUNTAINTOP. VILLAINY HAS HAD ITS HOUR, AND NOW IT PASSES, LEAVING BEHIND IT FAMILIAR BY-PRODUCTS...
...DEATH...DESTRUCTION... AND INJURY: THE FALL-OUT OF EVIL! EVEN THE BRAVE MUST PAY FOR RISKING ITS TOUCH. CAPTAIN AMERICA IS HOMEWARD BOUND, BUT THE HORIZONS AHEAD LOOM MUDDY AND BLEAK!
NEXT: CAP IS MINUS HIS SIGHT! THE FALCON IS MINUS A PARTNER!! IT'S PERFECT WEATHER FOR
THE NIGHT FLIER

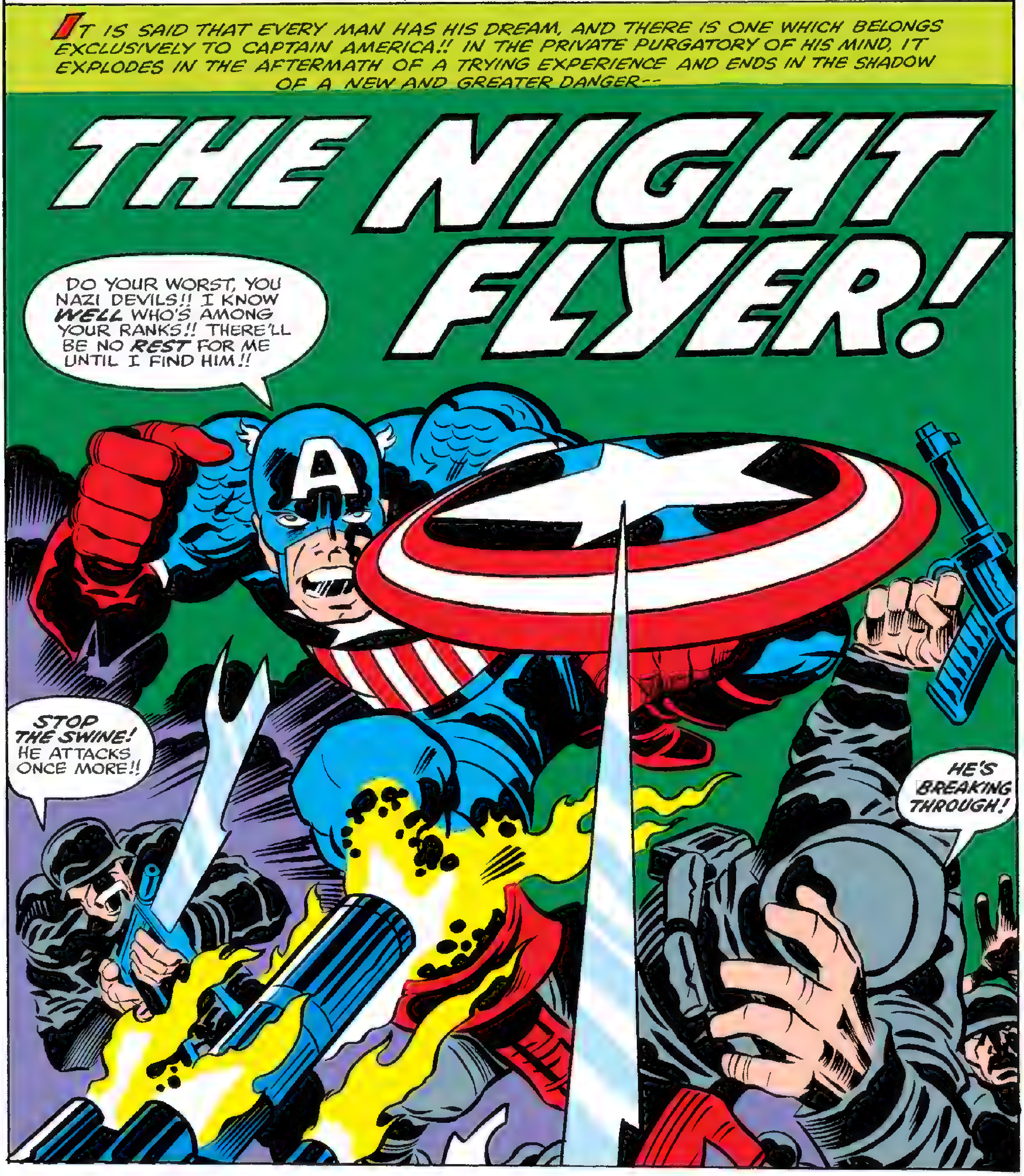

CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
213
SEPT
02453
CAPTAIN AMERICA AND THE FALCON
TM
©1977 MARVEL COMICS GROUP
TOO LATE, FALCON! NO ONE CAN KEEP ME FROM MY VICTIM!
ONLY MARVEL WOULD DARE IT! BLINDED, HOSPITALIZED, CAP FIGHTS HIS DEADLIEST BATTLE!
HE STRIKES! HE KILLS! HE CAN'T BE STOPPED!
THE NIGHT FLYER!

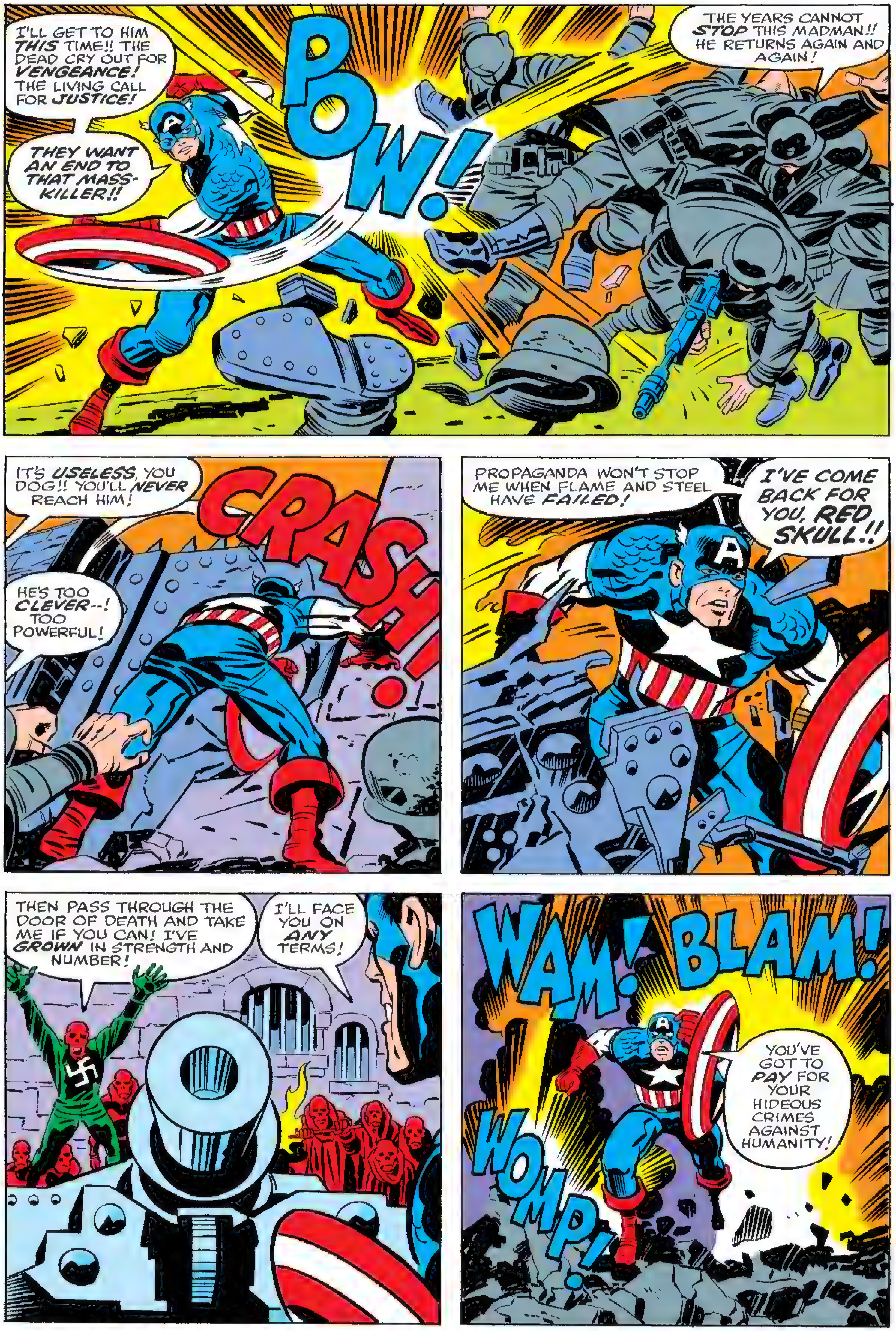
1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America,* the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's,* a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

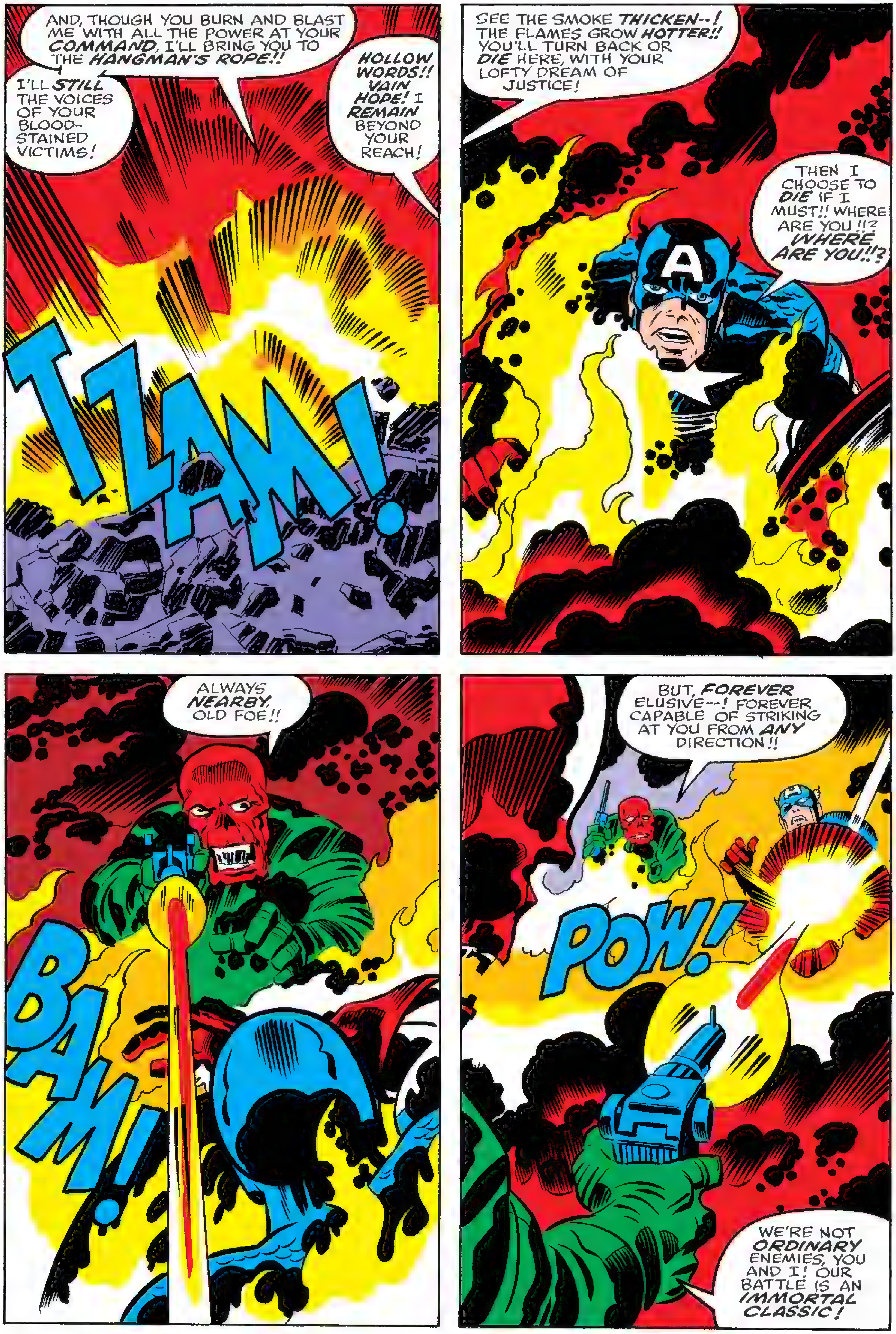
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

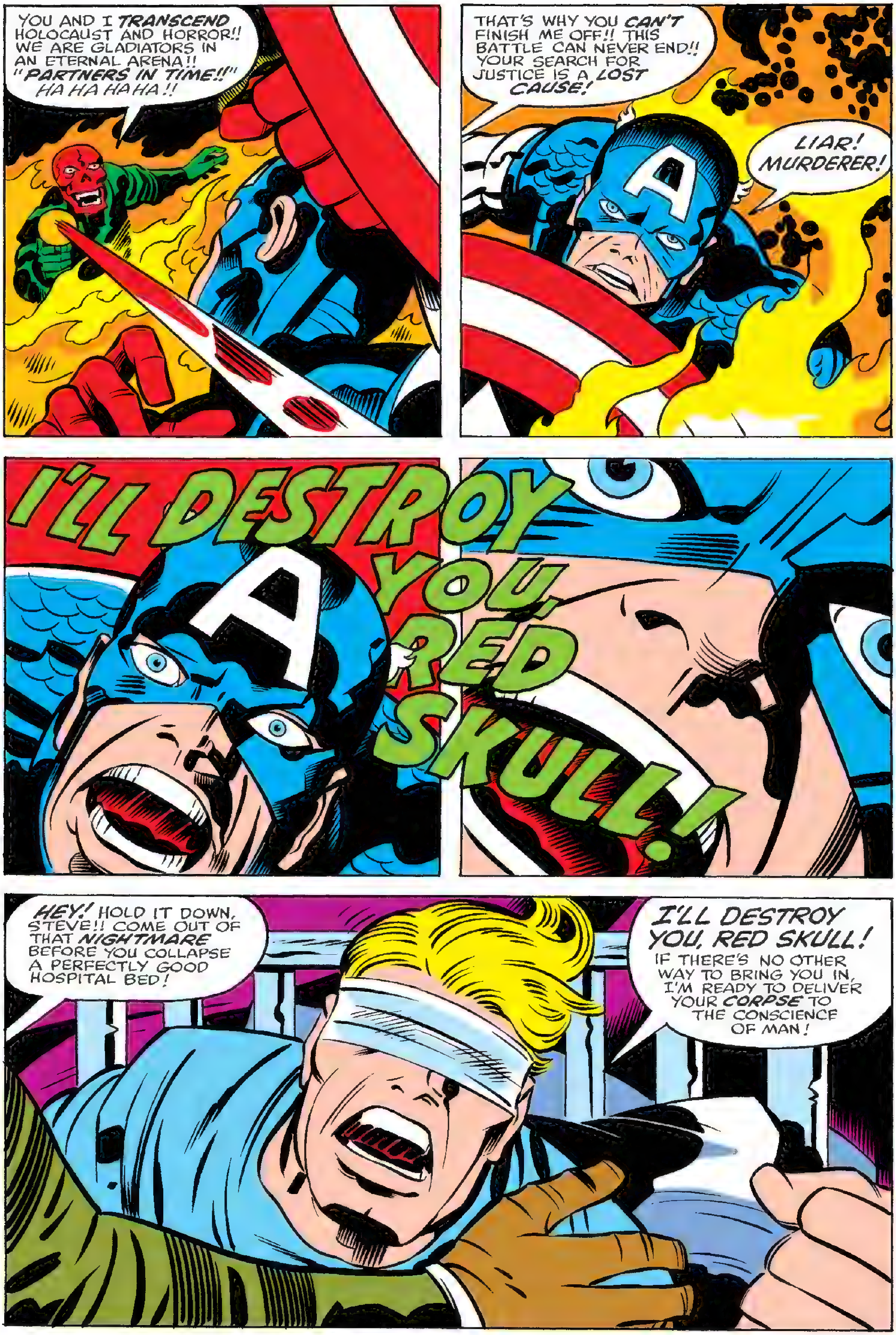
EDITED, WRITTEN AND DRAWN BY-- **JACK KIRBY** / INKED BY **DAN GREEN** / LETTERED BY JOE ROSEN / COLORED BY G. ROUSSOS / ADMIRED BY **ARCHIE GOODWIN**

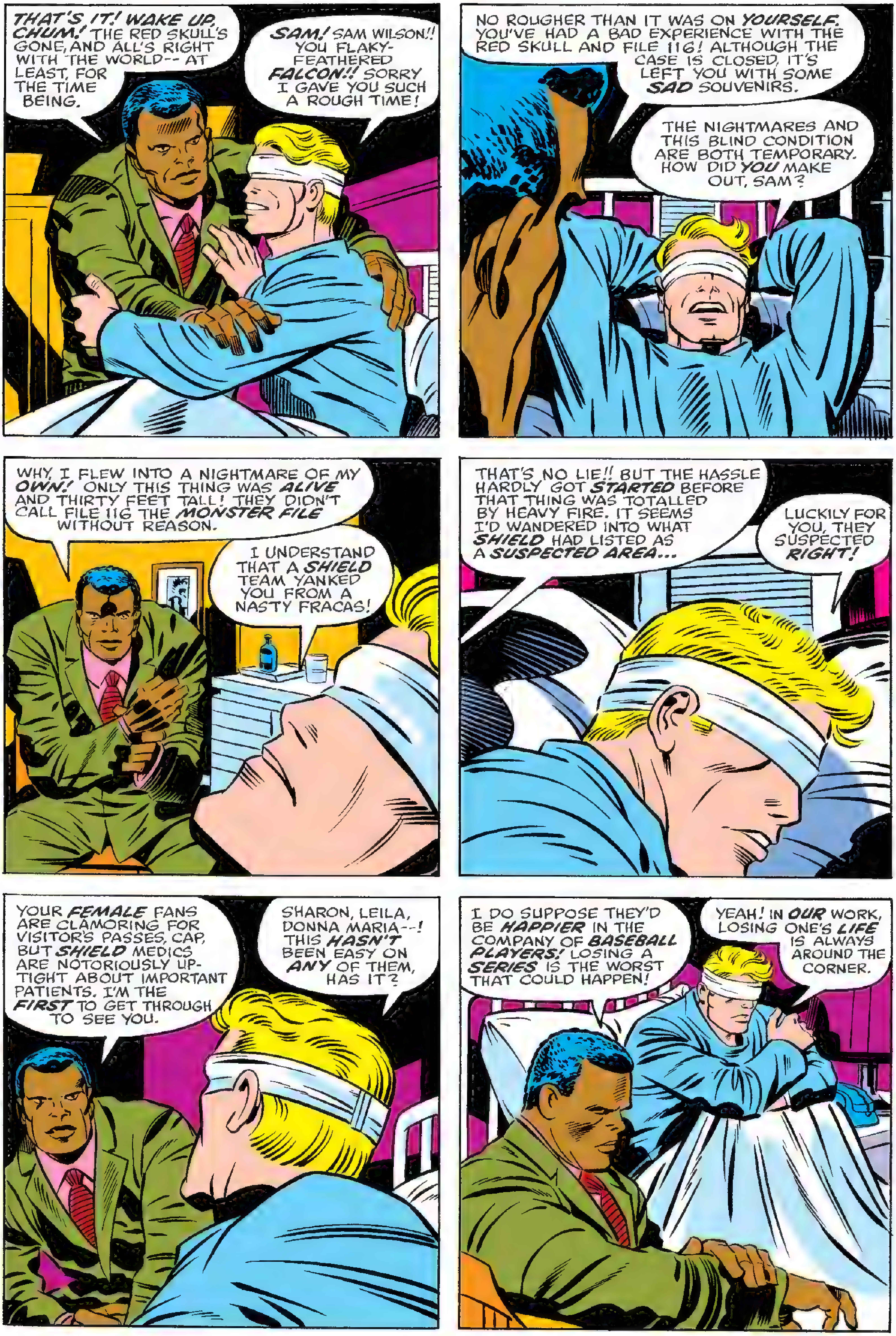
THE NIGHT FLYER!

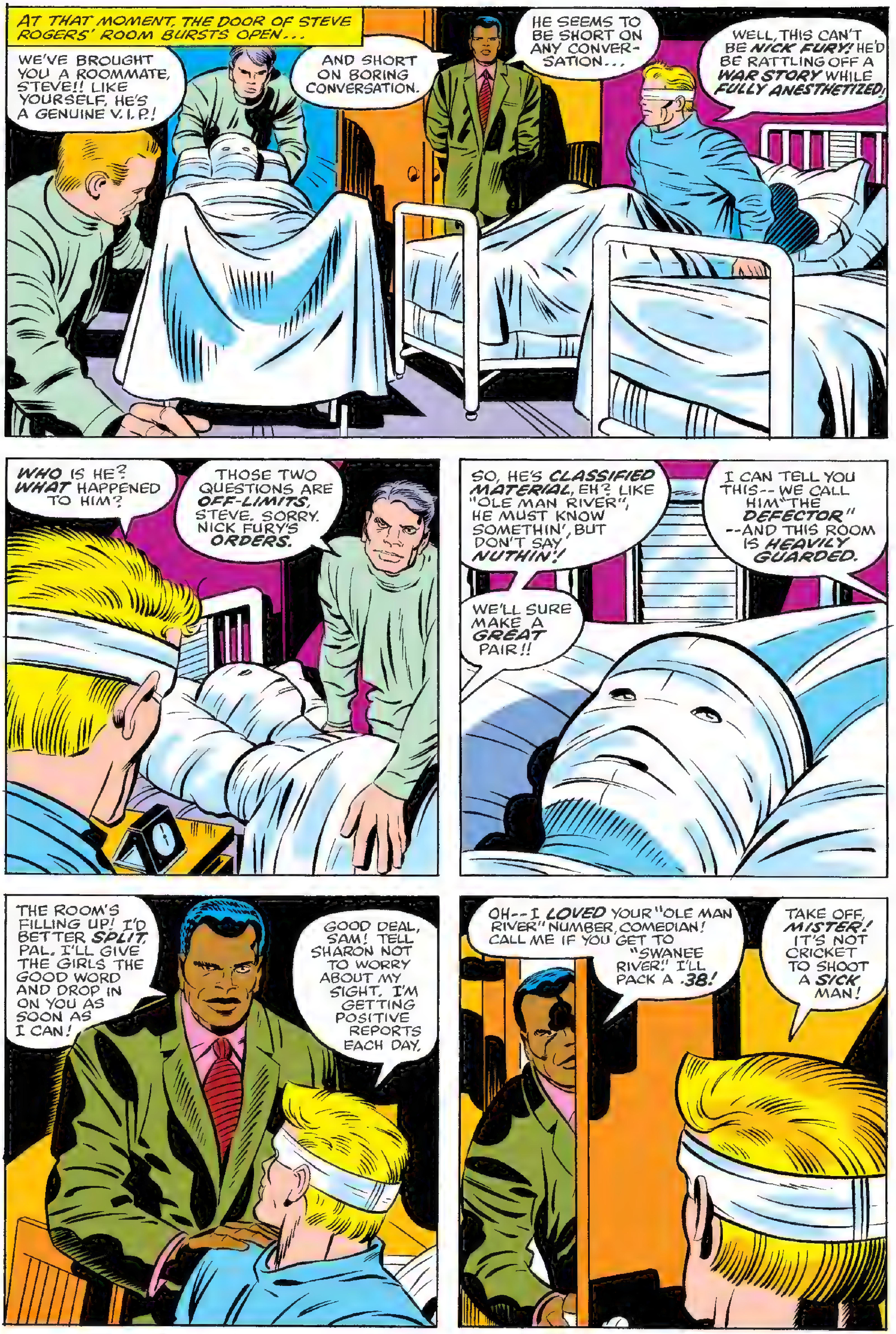

IT IS SAID THAT EVERY MAN HAS HIS DREAM, AND THERE IS ONE WHICH BELONGS EXCLUSIVELY TO CAPTAIN AMERICA!! IN THE PRIVATE PURGATORY OF HIS MIND, IT EXPLODES IN THE AFTERMATH OF A TRYING EXPERIENCE AND ENDS IN THE SHADOW OF A NEW AND GREATER DANGER--
DO YOUR WORST, YOU NAZI DEVILS!! I KNOW *WELL* WHO'S AMONG YOUR RANKS!! THERE'LL BE NO *REST* FOR ME UNTIL I FIND HIM!!
STOP THE SWINE! HE ATTACKS ONCE MORE!!
HE'S BREAKING THROUGH!

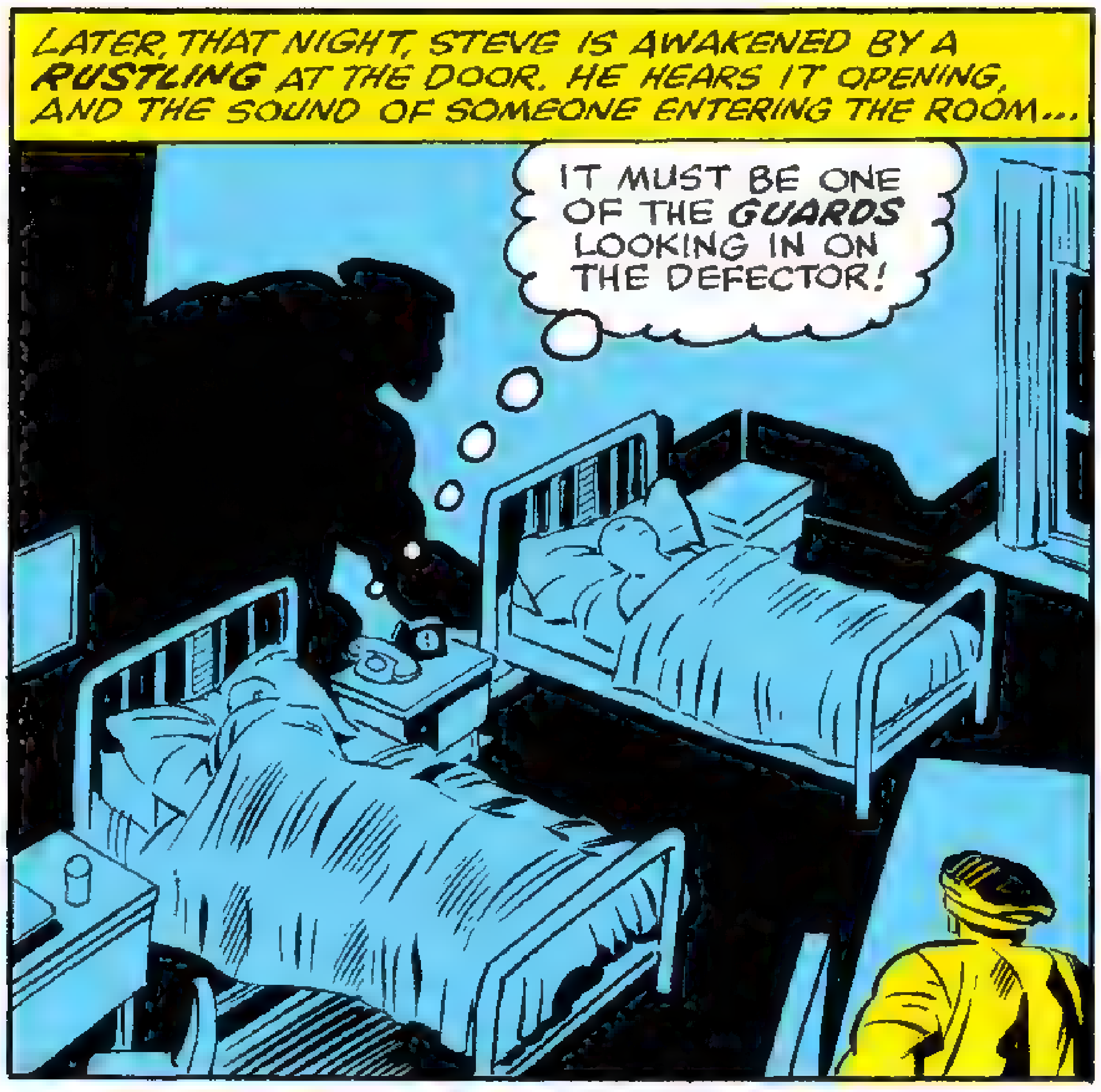

I'LL GET TO HIM *THIS* TIME!! THE DEAD CRY OUT FOR *VENGEANCE!* THE LIVING CALL FOR *JUSTICE!*
THEY WANT AN END TO THAT MASS-KILLER!!
POW!
THE YEARS CANNOT *STOP* THIS MADMAN!! HE RETURNS AGAIN AND AGAIN!
IT'S *USELESS*, YOU DOG!! YOU'LL *NEVER* REACH HIM!
CRASH!
HE'S TOO *CLEVER*--! TOO POWERFUL!
PROPAGANDA WON'T STOP ME WHEN FLAME AND STEEL HAVE *FAILED!*
I'VE COME BACK FOR YOU, RED SKULL!!
THEN PASS THROUGH THE DOOR OF DEATH AND TAKE ME IF YOU CAN! I'VE *GROWN* IN STRENGTH AND NUMBER!
I'LL FACE YOU ON *ANY* TERMS!
WAM! BLAM!
WOMP!
YOU'VE GOT TO *PAY* FOR YOUR HIDEOUS CRIMES AGAINST HUMANITY!

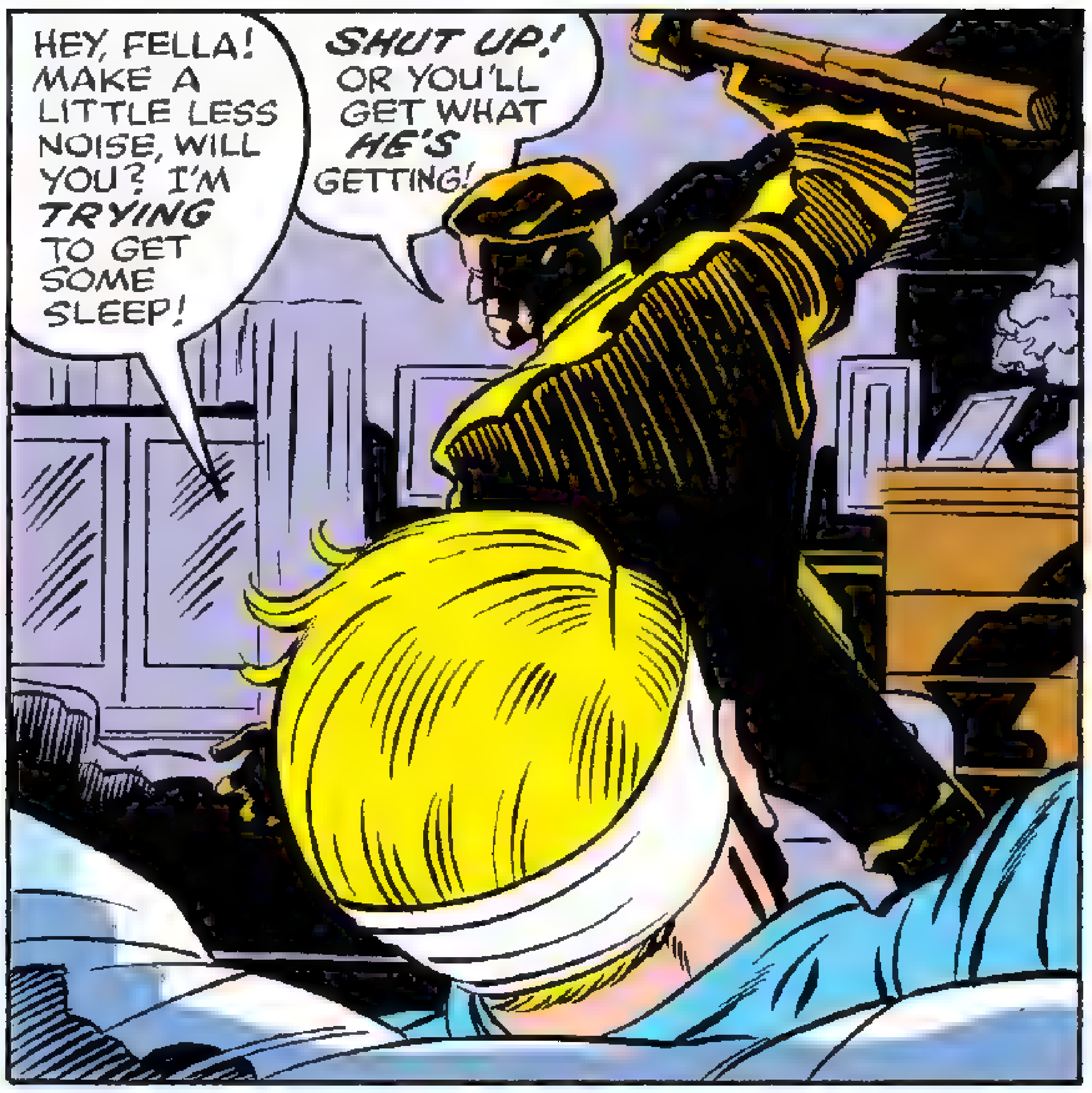

AND, THOUGH YOU BURN AND BLAST ME WITH ALL THE POWER AT YOUR COMMAND, I'LL BRING YOU TO THE HANGMAN'S ROPE!!
I'LL STILL THE VOICES OF YOUR BLOOD-STAINED VICTIMS!
HOLLOW WORDS!! VAIN HOPE! I REMAIN BEYOND YOUR REACH!
TZAM!
SEE THE SMOKE THICKEN--! THE FLAMES GROW HOTTER!! YOU'LL TURN BACK OR DIE HERE, WITH YOUR LOFTY DREAM OF JUSTICE!
THEN I CHOOSE TO DIE IF I MUST!! WHERE ARE YOU!!? WHERE ARE YOU!!?
ALWAYS NEARBY, OLD FOE!!
BAM!
BUT, FOREVER ELUSIVE--! FOREVER CAPABLE OF STRIKING AT YOU FROM ANY DIRECTION!!
POW!
WE'RE NOT ORDINARY ENEMIES, YOU AND I! OUR BATTLE IS AN IMMORTAL CLASSIC!

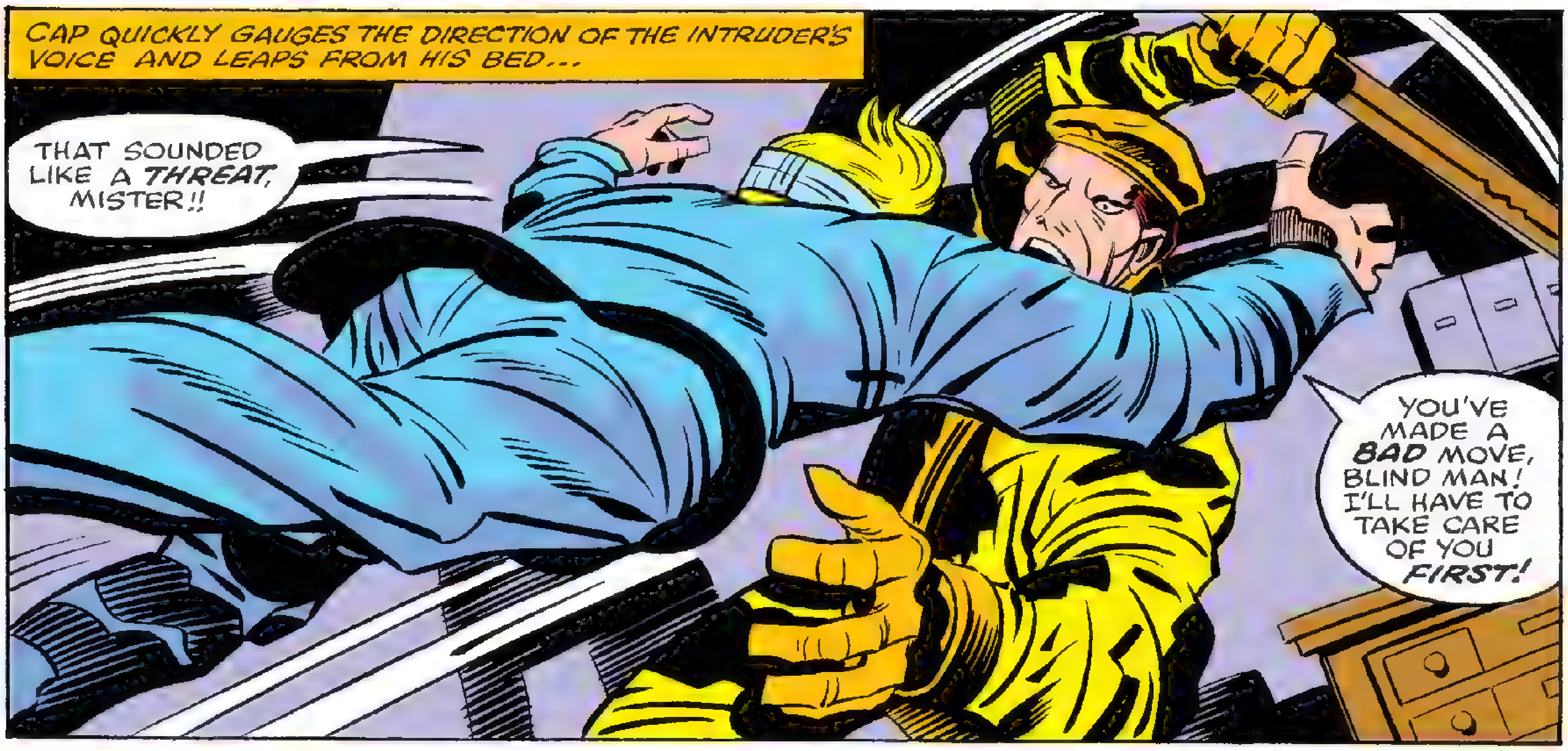

YOU AND I *TRANSCEND* HOLOCAUST AND HORROR!! WE ARE GLADIATORS IN AN ETERNAL ARENA!! "*PARTNERS IN TIME!!*" HA HA HA HA!!
THAT'S WHY YOU *CAN'T* FINISH ME OFF!! THIS BATTLE CAN NEVER END!! YOUR SEARCH FOR JUSTICE IS A *LOST CAUSE!*
LIAR! MURDERER!
I'LL DESTROY YOU, RED SKULL!!
HEY! HOLD IT DOWN, STEVE!! COME OUT OF THAT *NIGHTMARE* BEFORE YOU COLLAPSE A PERFECTLY GOOD HOSPITAL BED!
I'LL DESTROY YOU, RED SKULL! IF THERE'S NO OTHER WAY TO BRING YOU IN, I'M READY TO DELIVER YOUR *CORPSE* TO THE CONSCIENCE OF MAN!

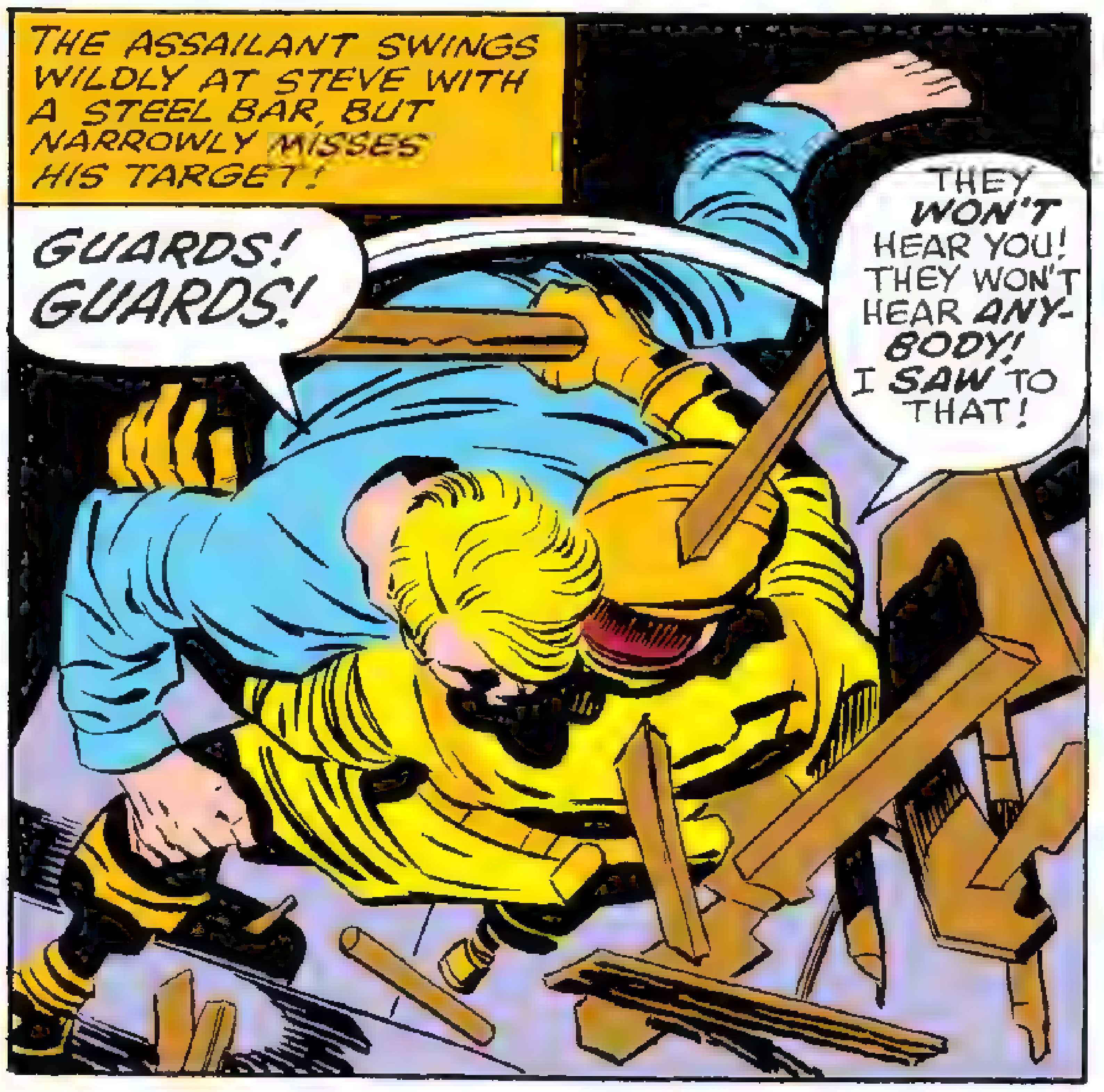

THAT'S IT! WAKE UP, CHUM! THE RED SKULL'S GONE, AND ALL'S RIGHT WITH THE WORLD-- AT LEAST, FOR THE TIME BEING.
SAM! SAM WILSON!! YOU FLAKY-FEATHERED FALCON!! SORRY I GAVE YOU SUCH A ROUGH TIME!
NO ROUGHER THAN IT WAS ON YOURSELF. YOU'VE HAD A BAD EXPERIENCE WITH THE RED SKULL AND FILE 116! ALTHOUGH THE CASE IS CLOSED, IT'S LEFT YOU WITH SOME SAD SOUVENIRS.
THE NIGHTMARES AND THIS BLIND CONDITION ARE BOTH TEMPORARY. HOW DID YOU MAKE OUT, SAM?
WHY, I FLEW INTO A NIGHTMARE OF MY OWN! ONLY THIS THING WAS ALIVE AND THIRTY FEET TALL! THEY DIDN'T CALL FILE 116 THE MONSTER FILE WITHOUT REASON.
I UNDERSTAND THAT A SHIELD TEAM YANKED YOU FROM A NASTY FRACAS!
THAT'S NO LIE!! BUT THE HASSLE HARDLY GOT STARTED BEFORE THAT THING WAS TOTALLED BY HEAVY FIRE. IT SEEMS I'D WANDERED INTO WHAT SHIELD HAD LISTED AS A SUSPECTED AREA...
LUCKILY FOR YOU, THEY SUSPECTED RIGHT!
YOUR FEMALE FANS ARE CLAMORING FOR VISITOR'S PASSES, CAP, BUT SHIELD MEDICS ARE NOTORIOUSLY UP-TIGHT ABOUT IMPORTANT PATIENTS. I'M THE FIRST TO GET THROUGH TO SEE YOU.
SHARON, LEILA, DONNA MARIA--! THIS HASN'T BEEN EASY ON ANY OF THEM, HAS IT?
I DO SUPPOSE THEY'D BE HAPPIER IN THE COMPANY OF BASEBALL PLAYERS! LOSING A SERIES IS THE WORST THAT COULD HAPPEN!
YEAH! IN OUR WORK, LOSING ONE'S LIFE IS ALWAYS AROUND THE CORNER.

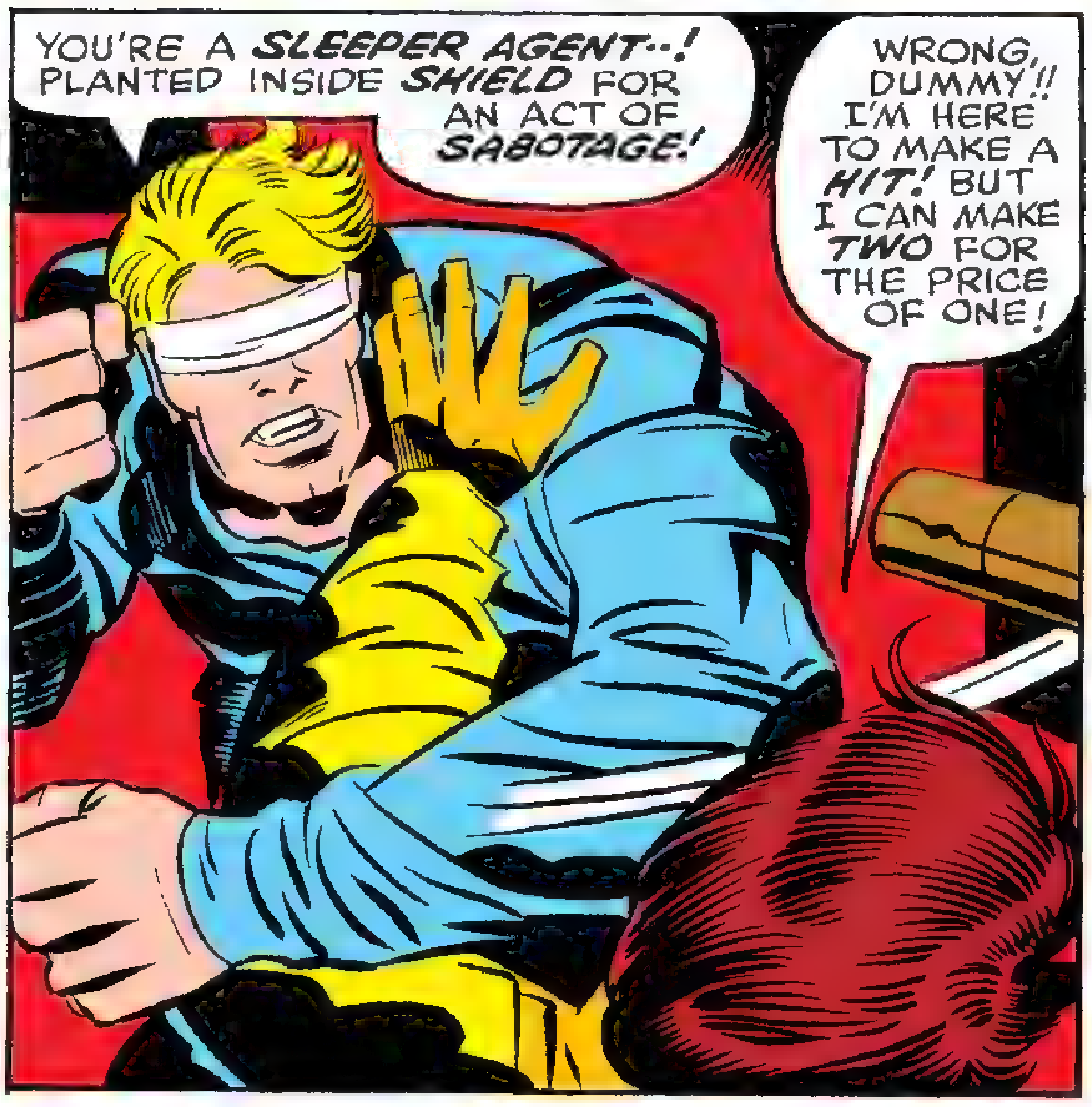

AT THAT MOMENT, THE DOOR OF STEVE ROGERS' ROOM BURSTS OPEN...
WE'VE BROUGHT YOU A ROOMMATE, STEVE!! LIKE YOURSELF, HE'S A GENUINE V.I.P.!
AND SHORT ON BORING CONVERSATION.
HE SEEMS TO BE SHORT ON ANY CONVERSATION...
WELL, THIS CAN'T BE NICK FURY! HE'D BE RATTLING OFF A WAR STORY WHILE FULLY ANESTHETIZED!
WHO IS HE? WHAT HAPPENED TO HIM?
THOSE TWO QUESTIONS ARE OFF-LIMITS, STEVE. SORRY. NICK FURY'S ORDERS.
SO, HE'S CLASSIFIED MATERIAL, EH? LIKE "OLE MAN RIVER", HE MUST KNOW SOMETHIN', BUT DON'T SAY NUTHIN'!
WE'LL SURE MAKE A GREAT PAIR!!
I CAN TELL YOU THIS-- WE CALL HIM "THE DEFECTOR" --AND THIS ROOM IS HEAVILY GUARDED.
THE ROOM'S FILLING UP! I'D BETTER SPLIT, PAL. I'LL GIVE THE GIRLS THE GOOD WORD AND DROP IN ON YOU AS SOON AS I CAN!
GOOD DEAL, SAM! TELL SHARON NOT TO WORRY ABOUT MY SIGHT. I'M GETTING POSITIVE REPORTS EACH DAY.
OH--I LOVED YOUR "OLE MAN RIVER" NUMBER, COMEDIAN! CALL ME IF YOU GET TO "SWANEE RIVER!" I'LL PACK A .38!
TAKE OFF, MISTER! IT'S NOT CRICKET TO SHOOT A SICK MAN!

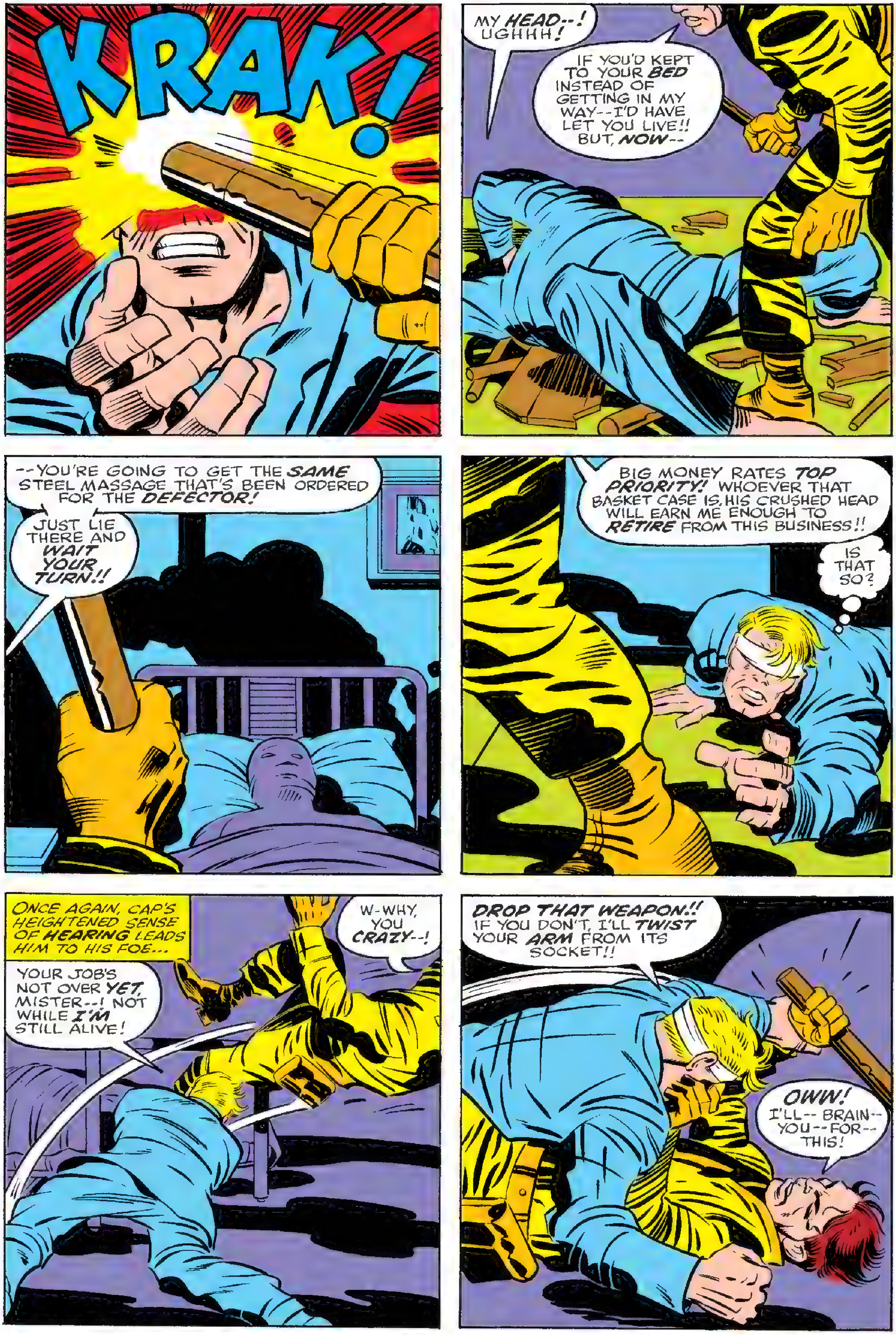

LATER, THAT NIGHT, STEVE IS AWAKENED BY A **RUSTLING** AT THE DOOR. HE HEARS IT OPENING, AND THE SOUND OF SOMEONE ENTERING THE ROOM...
IT MUST BE ONE OF THE **GUARDS** LOOKING IN ON THE DEFECTOR!

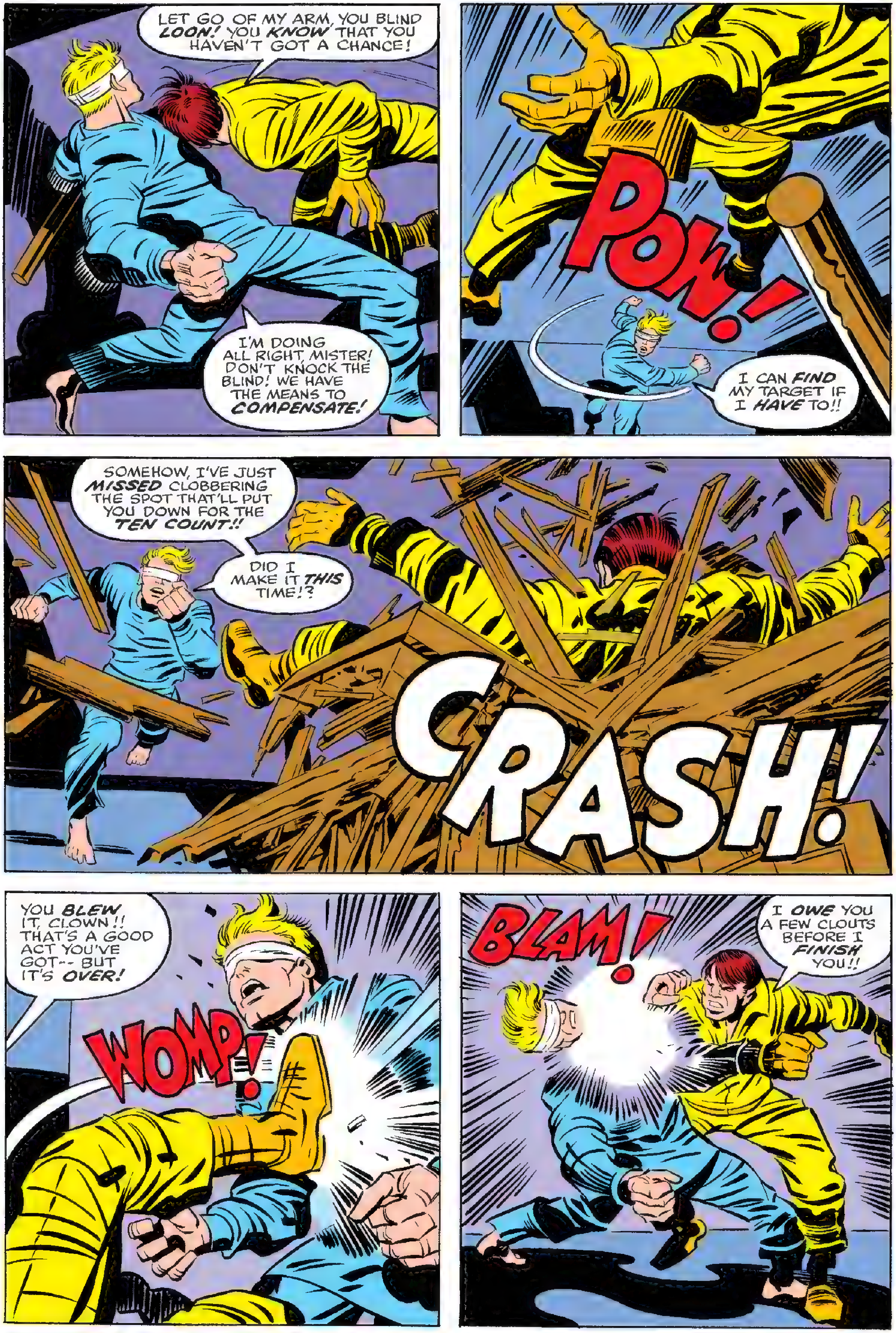

HEY, FELLA! MAKE A LITTLE LESS NOISE, WILL YOU? I'M **TRYING** TO GET SOME SLEEP!
SHUT UP! OR YOU'LL GET WHAT **HE'S** GETTING!

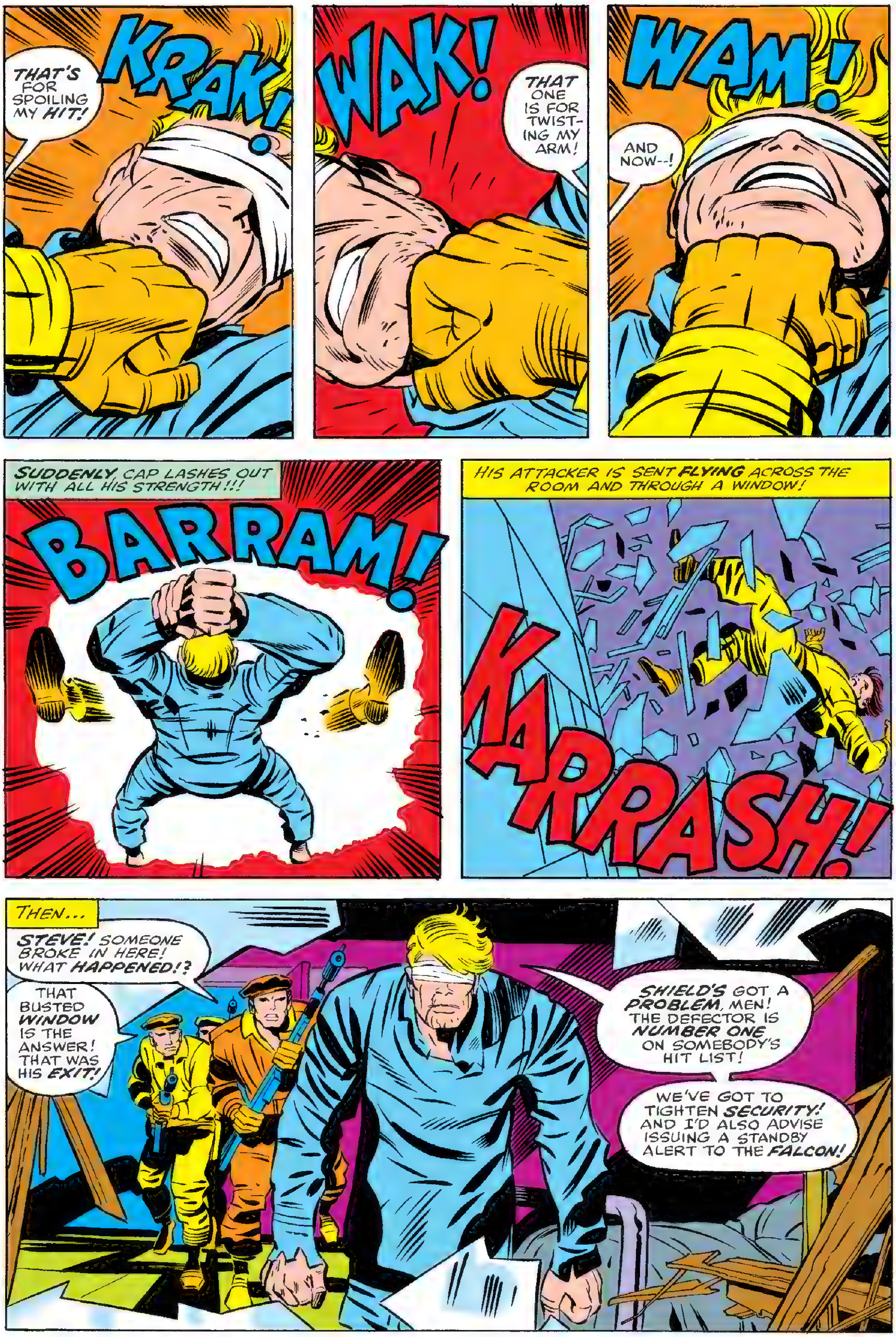

CAP QUICKLY GAUGES THE DIRECTION OF THE INTRUDER'S VOICE AND LEAPS FROM HIS BED...
THAT SOUNDED LIKE A **THREAT**, MISTER!!
YOU'VE MADE A **BAD** MOVE, BLIND MAN! I'LL HAVE TO TAKE CARE OF YOU **FIRST!**

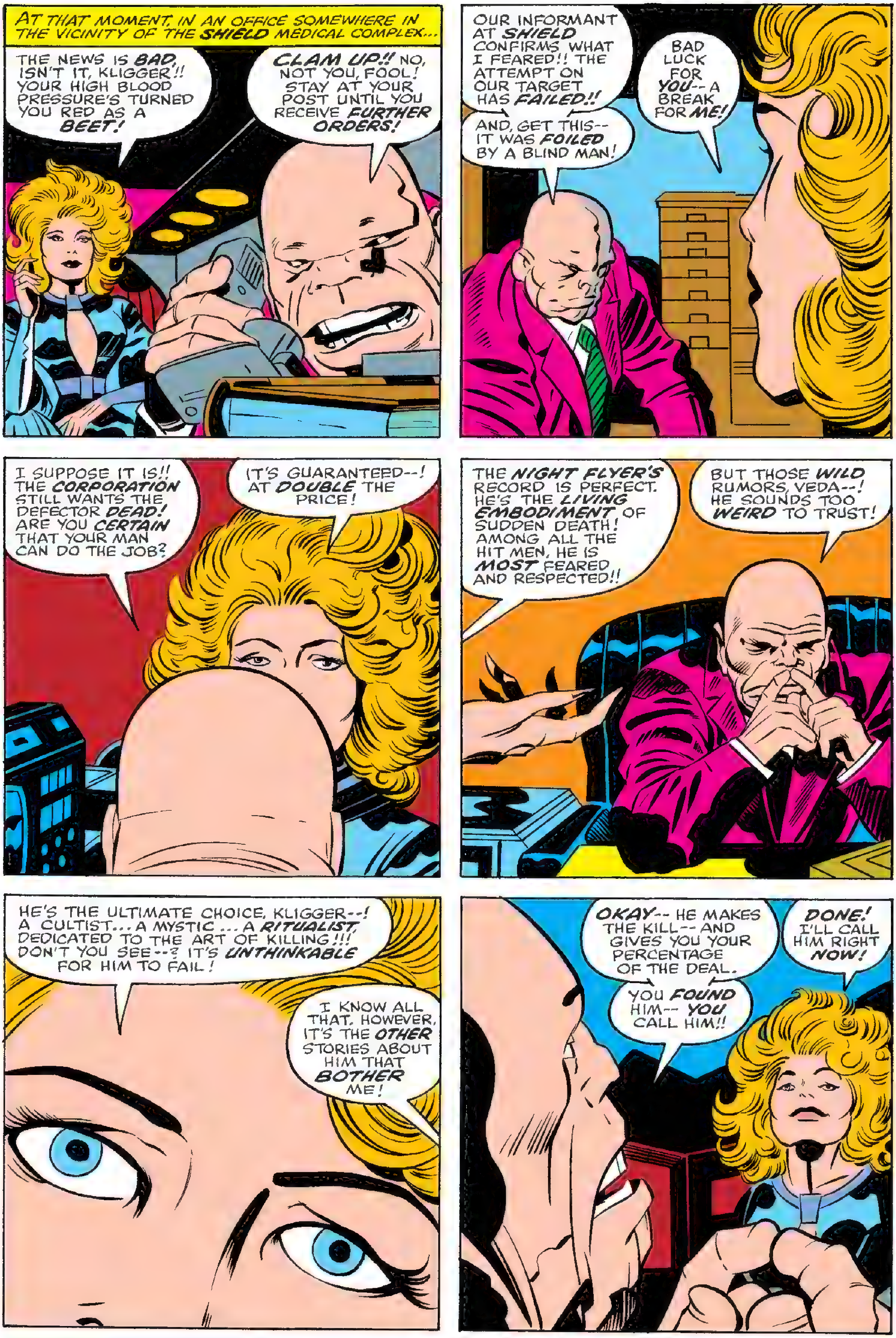

THE ASSAILANT SWINGS WILDLY AT STEVE WITH A STEEL BAR, BUT NARROWLY MISSES HIS TARGET!
GUARDS! GUARDS!
THEY **WON'T** HEAR YOU! THEY WON'T HEAR **ANYBODY!** I **SAW** TO THAT!

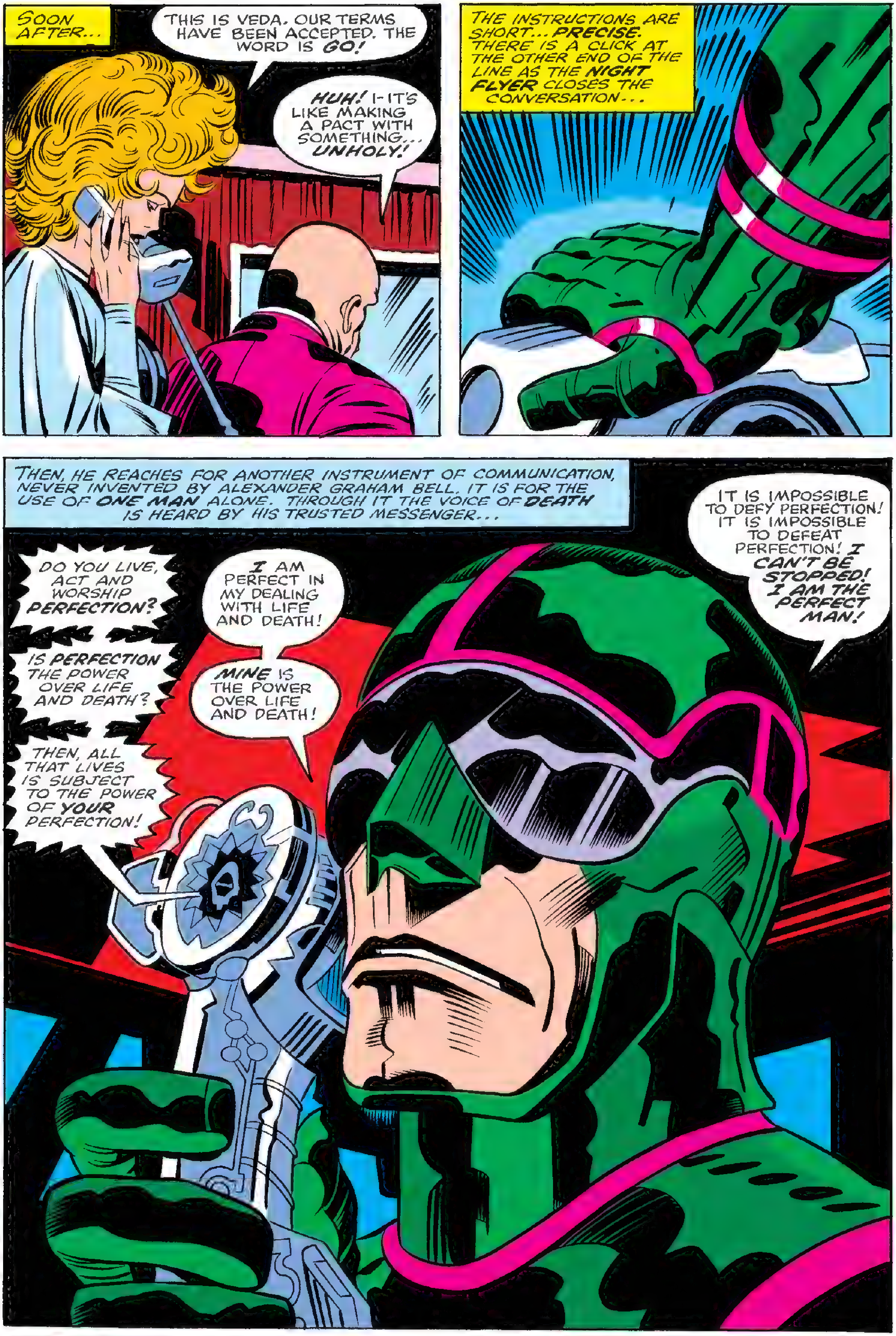

YOU'RE A **SLEEPER AGENT**..! PLANTED INSIDE **SHIELD** FOR AN ACT OF **SABOTAGE!**
WRONG, DUMMY!! I'M HERE TO MAKE A **HIT!** BUT I CAN MAKE **TWO** FOR THE PRICE OF ONE!

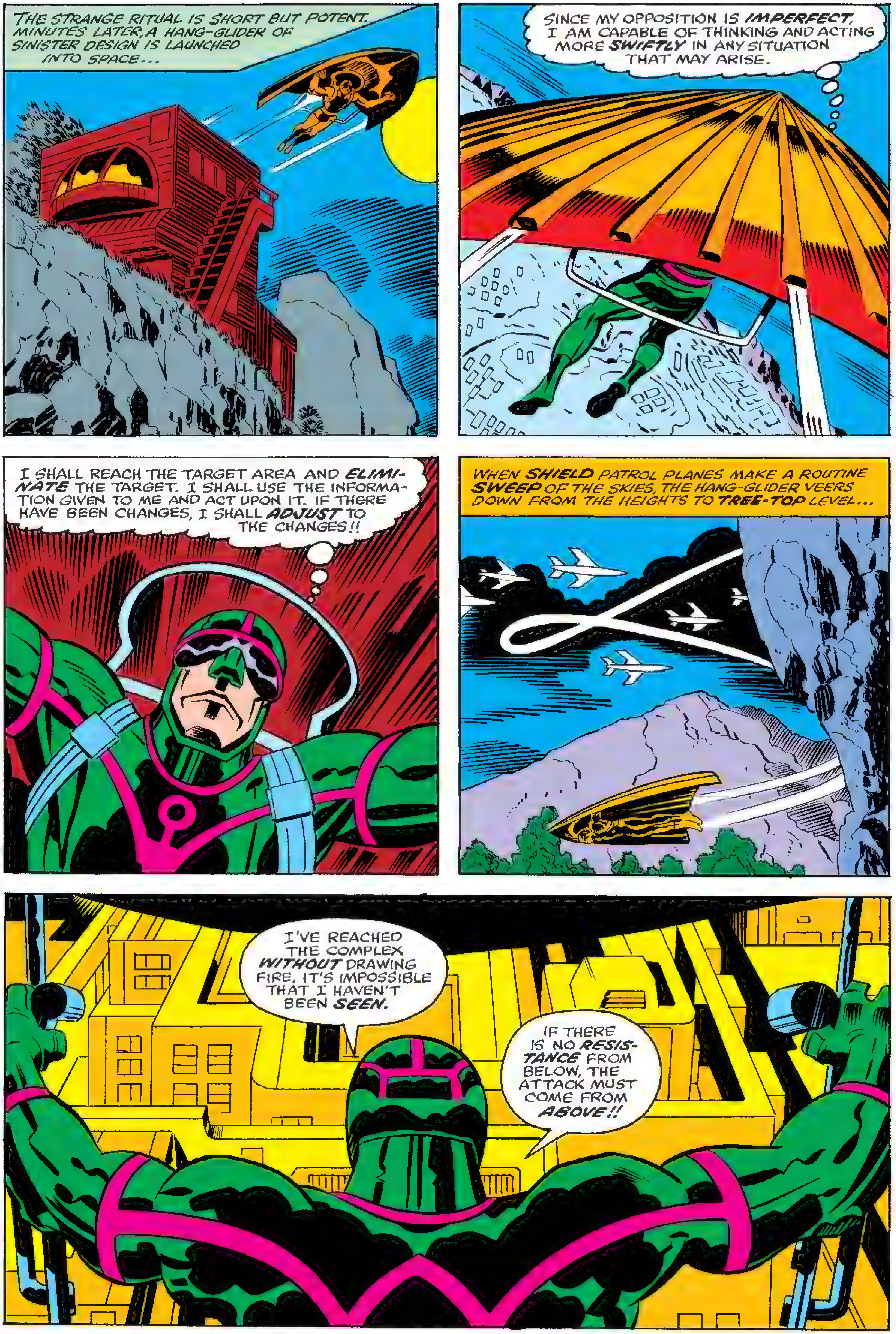

KRAK!
MY HEAD--! UGHHH!
IF YOU'D KEPT TO YOUR BED INSTEAD OF GETTING IN MY WAY--I'D HAVE LET YOU LIVE!! BUT, NOW--
--YOU'RE GOING TO GET THE SAME STEEL MASSAGE THAT'S BEEN ORDERED FOR THE DEFECTOR!
JUST LIE THERE AND WAIT YOUR TURN!!
BIG MONEY RATES TOP PRIORITY! WHOEVER THAT BASKET CASE IS, HIS CRUSHED HEAD WILL EARN ME ENOUGH TO RETIRE FROM THIS BUSINESS!!
IS THAT SO?
ONCE AGAIN, CAP'S HEIGHTENED SENSE OF HEARING LEADS HIM TO HIS FOE...
W-WHY, YOU CRAZY--!
YOUR JOB'S NOT OVER YET, MISTER--! NOT WHILE I'M STILL ALIVE!
DROP THAT WEAPON!! IF YOU DON'T, I'LL TWIST YOUR ARM FROM ITS SOCKET!!
OWW! I'LL--BRAIN--YOU--FOR--THIS!

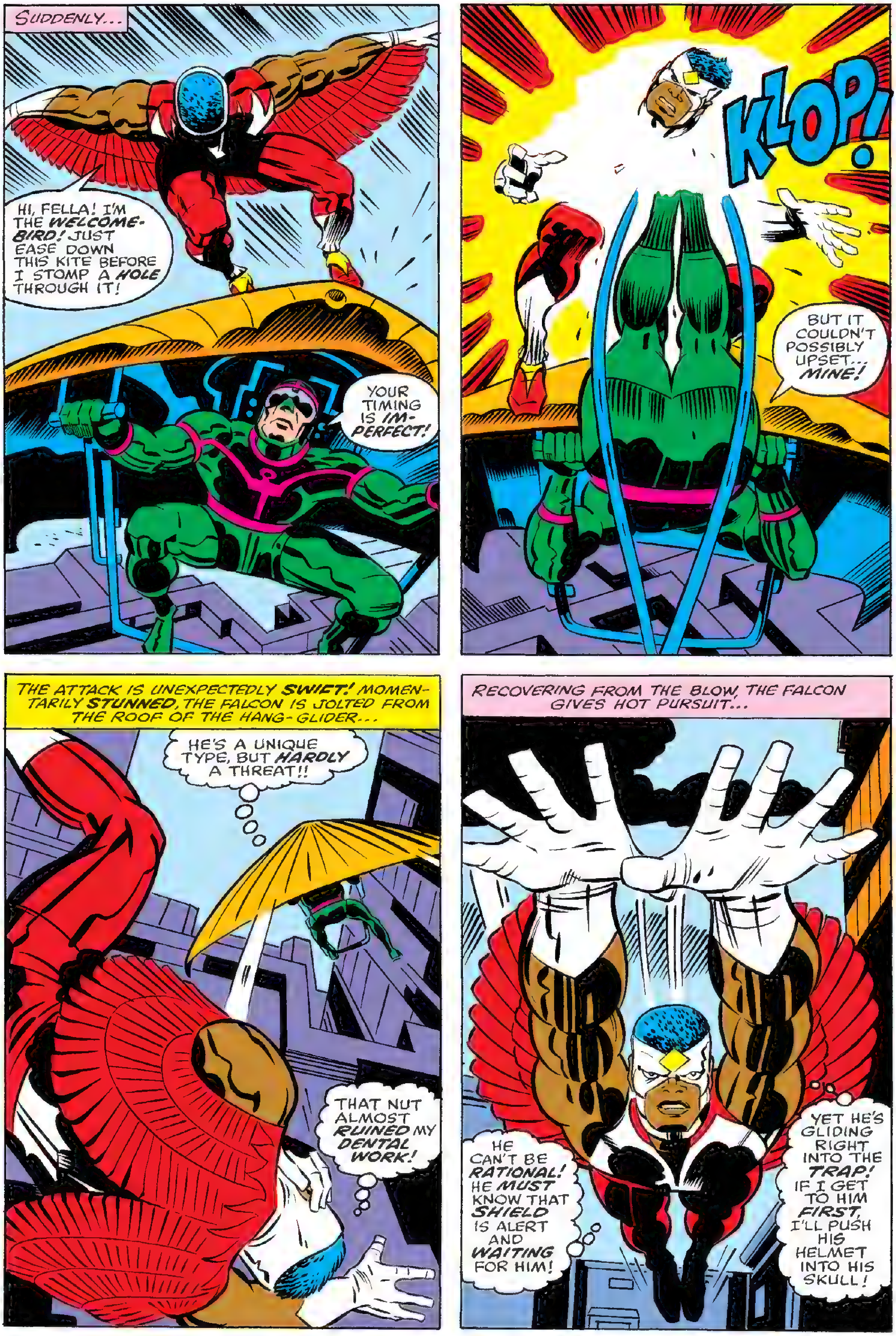

LET GO OF MY ARM, YOU BLIND *LOON!* YOU *KNOW* THAT YOU HAVEN'T GOT A CHANCE!
I'M DOING ALL RIGHT, MISTER! DON'T KNOCK THE BLIND! WE HAVE THE MEANS TO *COMPENSATE!*
POW!
I CAN *FIND* MY TARGET IF I *HAVE* TO!!
SOMEHOW, I'VE JUST *MISSED* CLOBBERING THE SPOT THAT'LL PUT YOU DOWN FOR THE *TEN COUNT!!*
DID I MAKE IT *THIS* TIME!?
CRASH!
YOU *BLEW* IT, CLOWN!! THAT'S A GOOD ACT YOU'VE GOT-- BUT IT'S *OVER!*
WOMP!
BLAM!
I *OWE* YOU A FEW CLOUTS BEFORE I *FINISH* YOU!!

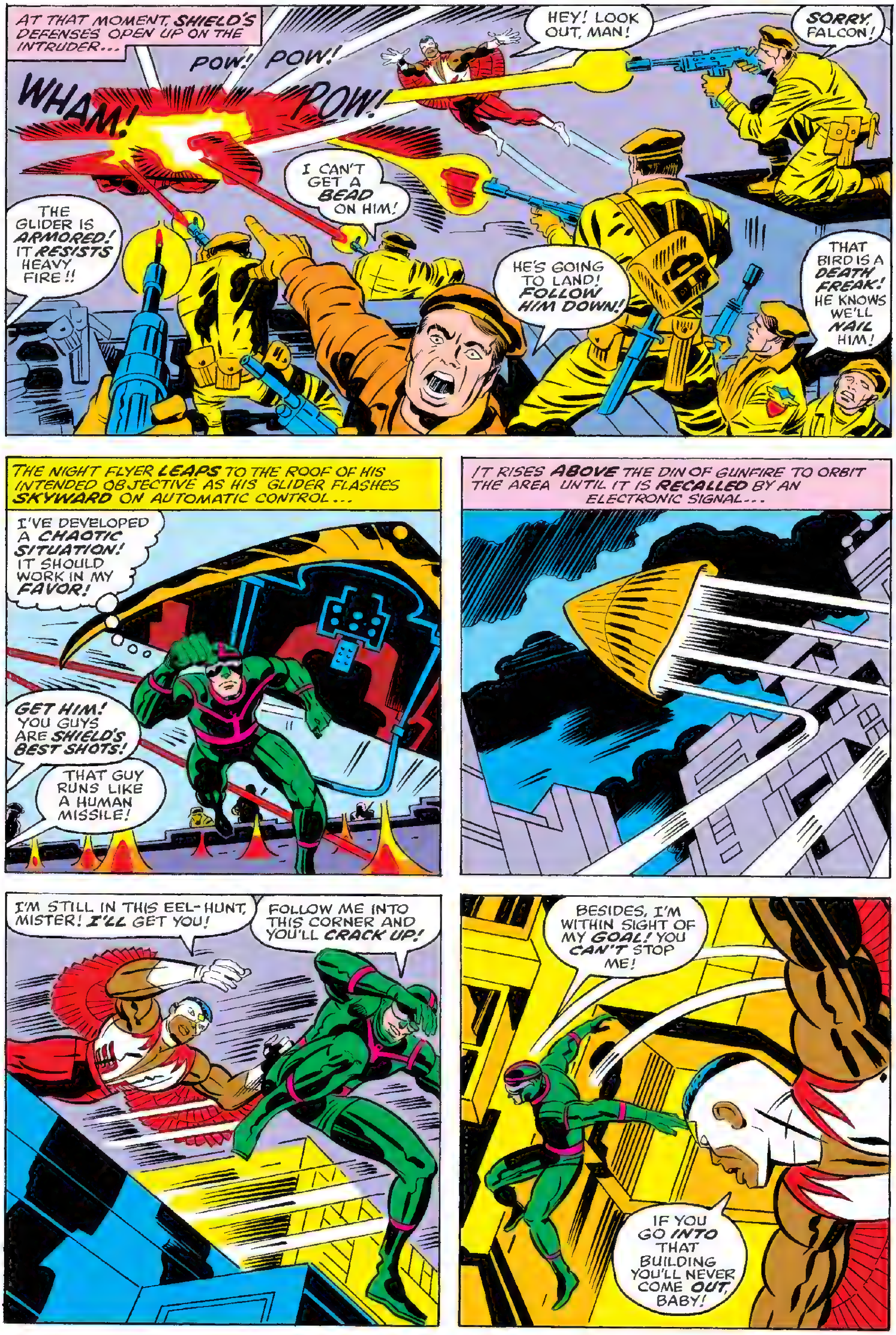

THAT'S FOR SPOILING MY *HIT!*
KRAK!
WAK!
THAT ONE IS FOR TWISTING MY ARM!
WAM!
AND NOW--!
SUDDENLY, CAP LASHES OUT WITH ALL HIS STRENGTH!!!
BARRAM!
HIS ATTACKER IS SENT **FLYING** *ACROSS THE ROOM AND THROUGH A WINDOW!*
KARRASH!
THEN...
STEVE! *SOMEONE BROKE IN HERE! WHAT* ***HAPPENED!?***
THAT BUSTED ***WINDOW*** IS THE ANSWER! THAT WAS HIS ***EXIT!***
SHIELD'S GOT A ***PROBLEM,*** MEN! THE DEFECTOR IS ***NUMBER ONE*** ON SOMEBODY'S HIT LIST!
WE'VE GOT TO TIGHTEN ***SECURITY!*** AND I'D ALSO ADVISE ISSUING A STANDBY ALERT TO THE ***FALCON!***

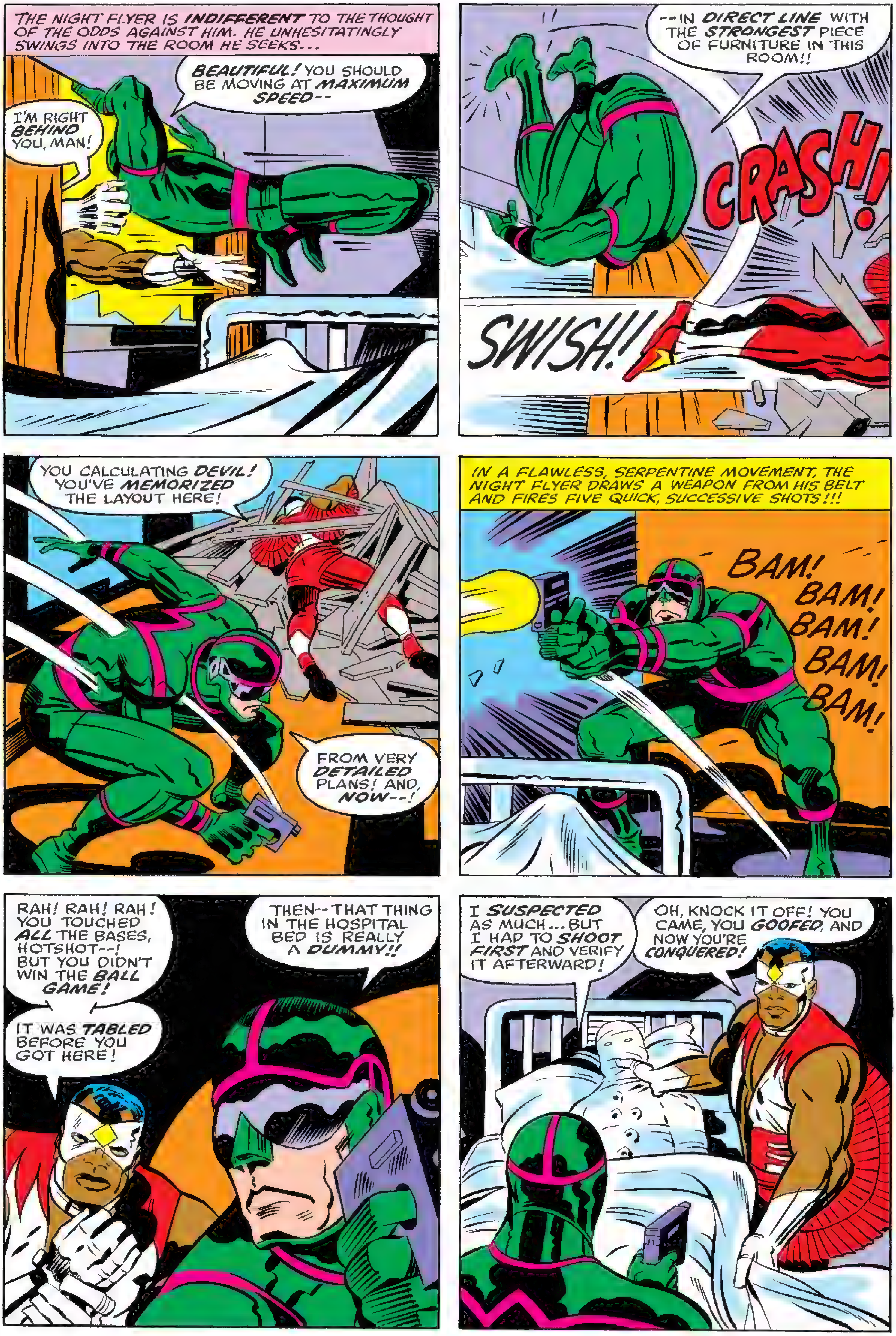

AT THAT MOMENT, IN AN OFFICE SOMEWHERE IN THE VICINITY OF THE SHIELD MEDICAL COMPLEX...
THE NEWS IS BAD, ISN'T IT, KLIGGER!! YOUR HIGH BLOOD PRESSURE'S TURNED YOU RED AS A BEET!
CLAM UP!! NO, NOT YOU, FOOL! STAY AT YOUR POST UNTIL YOU RECEIVE FURTHER ORDERS!
OUR INFORMANT AT SHIELD CONFIRMS WHAT I FEARED!! THE ATTEMPT ON OUR TARGET HAS FAILED!!
AND, GET THIS-- IT WAS FOILED BY A BLIND MAN!
BAD LUCK FOR YOU-- A BREAK FOR ME!
I SUPPOSE IT IS!! THE CORPORATION STILL WANTS THE DEFECTOR DEAD! ARE YOU CERTAIN THAT YOUR MAN CAN DO THE JOB?
IT'S GUARANTEED--! AT DOUBLE THE PRICE!
THE NIGHT FLYER'S RECORD IS PERFECT. HE'S THE LIVING EMBODIMENT OF SUDDEN DEATH! AMONG ALL THE HIT MEN, HE IS MOST FEARED AND RESPECTED!!
BUT THOSE WILD RUMORS, VEDA--! HE SOUNDS TOO WEIRD TO TRUST!
HE'S THE ULTIMATE CHOICE, KLIGGER--! A CULTIST... A MYSTIC... A RITUALIST, DEDICATED TO THE ART OF KILLING!!! DON'T YOU SEE--? IT'S UNTHINKABLE FOR HIM TO FAIL!
I KNOW ALL THAT. HOWEVER, IT'S THE OTHER STORIES ABOUT HIM THAT BOTHER ME!
OKAY-- HE MAKES THE KILL-- AND GIVES YOU YOUR PERCENTAGE OF THE DEAL.
YOU FOUND HIM-- YOU CALL HIM!!
DONE! I'LL CALL HIM RIGHT NOW!

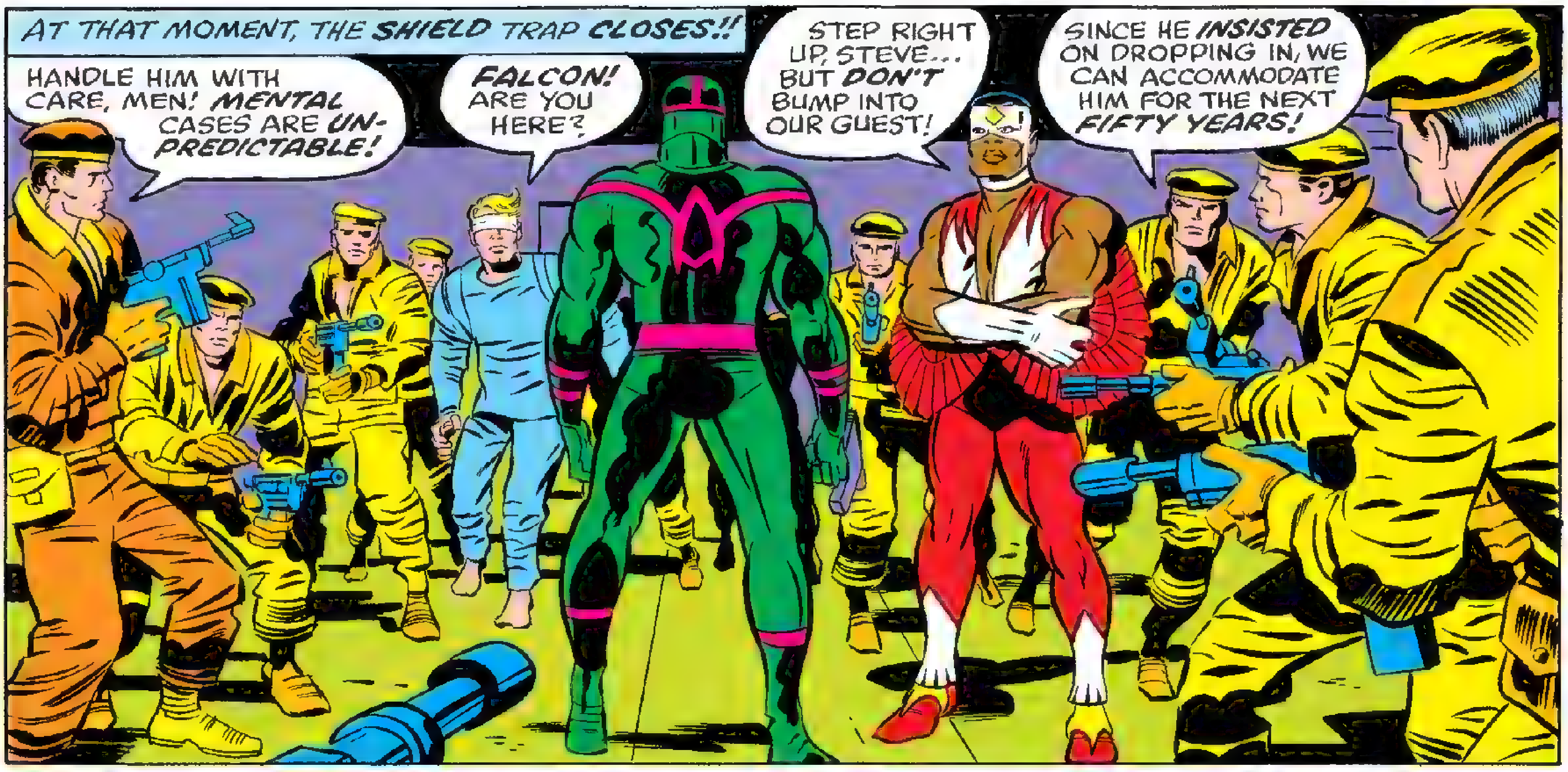

SOON AFTER...
THIS IS VEDA. OUR TERMS HAVE BEEN ACCEPTED. THE WORD IS GO!
HUH! I-IT'S LIKE MAKING A PACT WITH SOMETHING... UNHOLY!
THE INSTRUCTIONS ARE SHORT... PRECISE. THERE IS A CLICK AT THE OTHER END OF THE LINE AS THE NIGHT FLYER CLOSES THE CONVERSATION...
THEN, HE REACHES FOR ANOTHER INSTRUMENT OF COMMUNICATION, NEVER INVENTED BY ALEXANDER GRAHAM BELL. IT IS FOR THE USE OF ONE MAN ALONE. THROUGH IT THE VOICE OF DEATH IS HEARD BY HIS TRUSTED MESSENGER...
DO YOU LIVE, ACT AND WORSHIP PERFECTION?
I AM PERFECT IN MY DEALING WITH LIFE AND DEATH!
IS PERFECTION THE POWER OVER LIFE AND DEATH?
MINE IS THE POWER OVER LIFE AND DEATH!
THEN, ALL THAT LIVES IS SUBJECT TO THE POWER OF YOUR PERFECTION!
IT IS IMPOSSIBLE TO DEFY PERFECTION! IT IS IMPOSSIBLE TO DEFEAT PERFECTION! I CAN'T BE STOPPED! I AM THE PERFECT MAN!

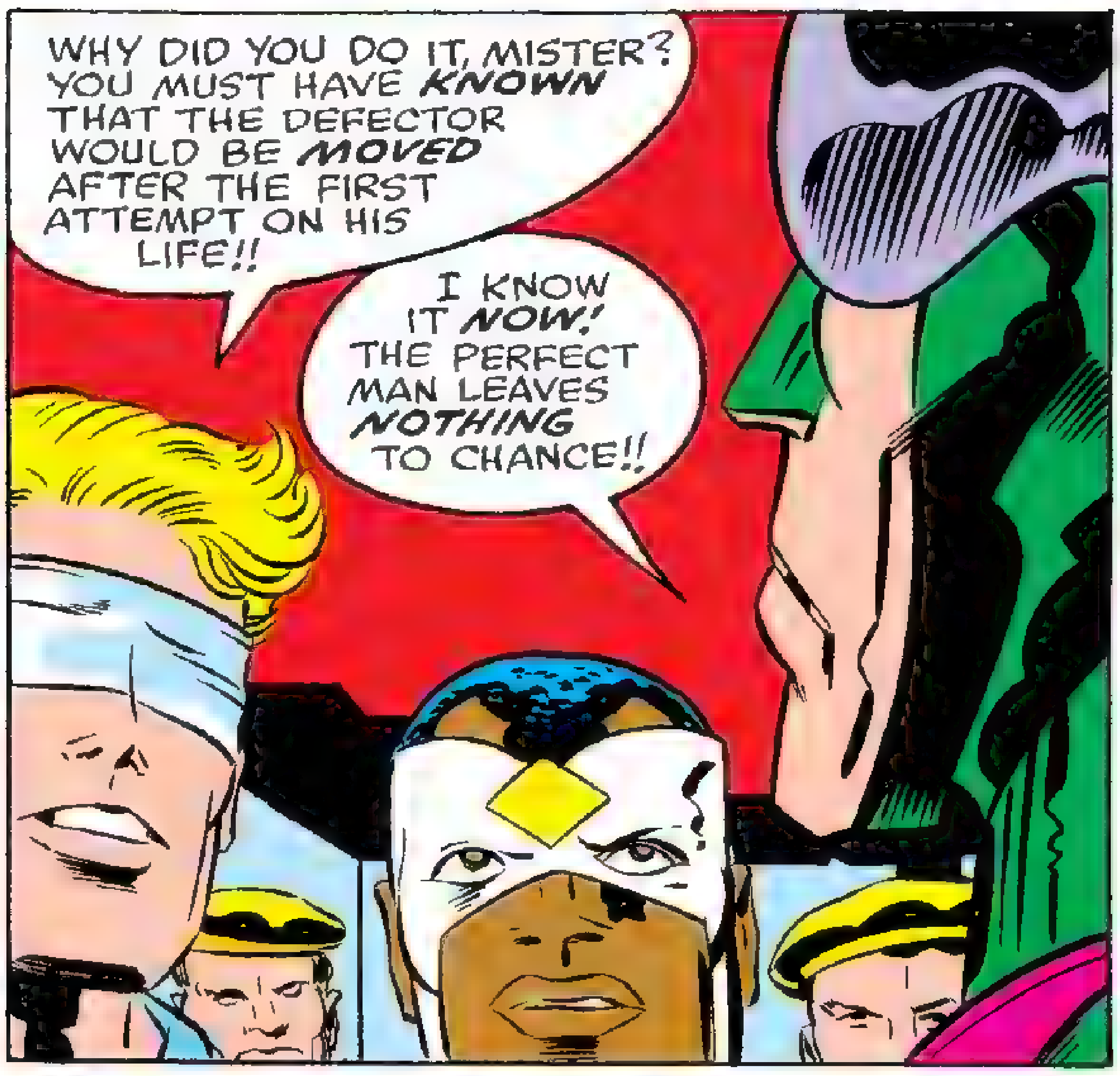

THE STRANGE RITUAL IS SHORT BUT POTENT. MINUTES LATER, A HANG-GLIDER OF SINISTER DESIGN IS LAUNCHED INTO SPACE...
SINCE MY OPPOSITION IS *IMPERFECT*, I AM CAPABLE OF THINKING AND ACTING MORE *SWIFTLY* IN ANY SITUATION THAT MAY ARISE.
I SHALL REACH THE TARGET AREA AND *ELIMINATE* THE TARGET. I SHALL USE THE INFORMATION GIVEN TO ME AND ACT UPON IT. IF THERE HAVE BEEN CHANGES, I SHALL *ADJUST* TO THE CHANGES!!
WHEN **SHIELD** PATROL PLANES MAKE A ROUTINE **SWEEP** OF THE SKIES, THE HANG-GLIDER VEERS DOWN FROM THE HEIGHTS TO **TREE-TOP** LEVEL...
I'VE REACHED THE COMPLEX *WITHOUT* DRAWING FIRE. IT'S IMPOSSIBLE THAT I HAVEN'T BEEN *SEEN*.
IF THERE IS NO *RESISTANCE* FROM BELOW, THE ATTACK MUST COME FROM *ABOVE*!!

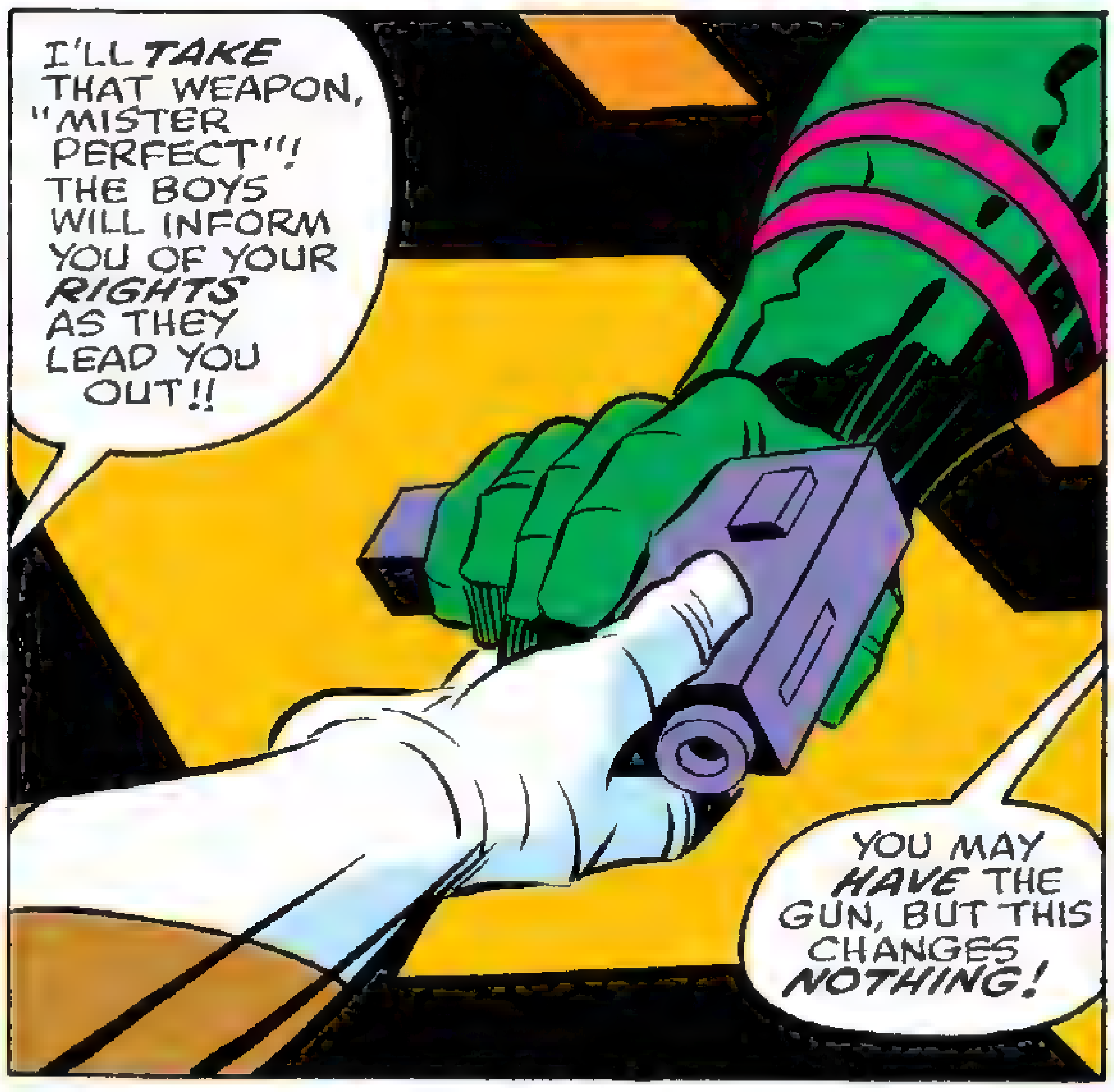

SUDDENLY...
HI, FELLA! I'M THE *WELCOME-BIRD!* JUST EASE DOWN THIS KITE BEFORE I STOMP A *HOLE* THROUGH IT!
YOUR TIMING IS *IMPERFECT!*
KLOP!
BUT IT COULDN'T POSSIBLY UPSET... *MINE!*
THE ATTACK IS UNEXPECTEDLY **SWIFT!** MOMENTARILY **STUNNED**, THE FALCON IS JOLTED FROM THE ROOF OF THE HANG-GLIDER...
HE'S A UNIQUE TYPE, BUT *HARDLY* A THREAT!!
THAT NUT ALMOST *RUINED* MY *DENTAL WORK!*
RECOVERING FROM THE BLOW, THE FALCON GIVES HOT PURSUIT...
HE CAN'T BE *RATIONAL!* HE *MUST* KNOW THAT *SHIELD* IS ALERT AND *WAITING* FOR HIM!
YET HE'S GLIDING RIGHT INTO THE *TRAP!* IF I GET TO HIM *FIRST*, I'LL PUSH HIS HELMET INTO HIS SKULL!

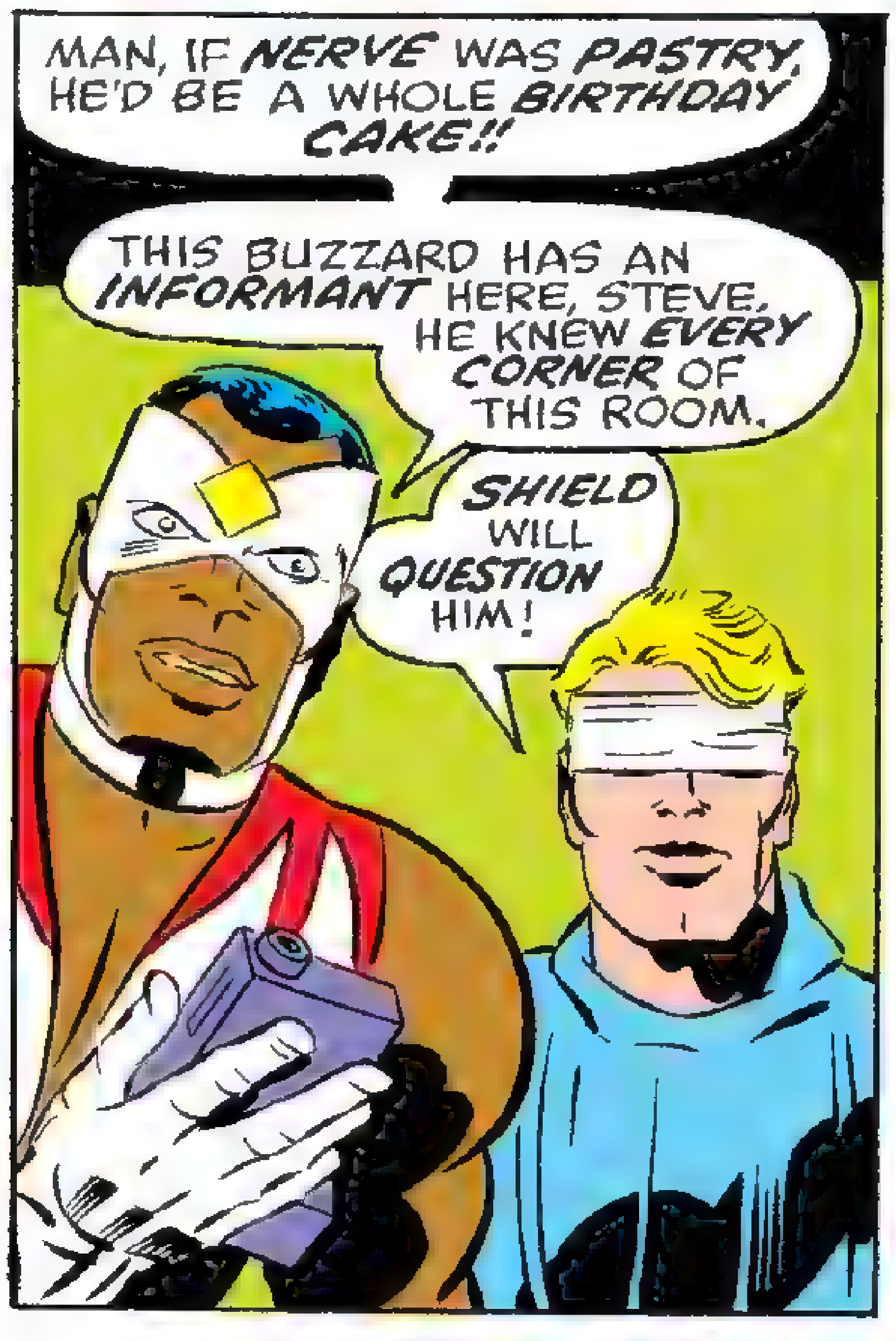

AT THAT MOMENT, SHIELD'S DEFENSES OPEN UP ON THE INTRUDER...
POW! POW!
WHAM!
POW!
HEY! LOOK OUT, MAN!
SORRY, FALCON!
I CAN'T GET A BEAD ON HIM!
THE GLIDER IS ARMORED! IT RESISTS HEAVY FIRE!!
HE'S GOING TO LAND! FOLLOW HIM DOWN!
THAT BIRD IS A DEATH FREAK! HE KNOWS WE'LL NAIL HIM!
THE NIGHT FLYER LEAPS TO THE ROOF OF HIS INTENDED OBJECTIVE AS HIS GLIDER FLASHES SKYWARD ON AUTOMATIC CONTROL...
I'VE DEVELOPED A CHAOTIC SITUATION! IT SHOULD WORK IN MY FAVOR!
GET HIM! YOU GUYS ARE SHIELD'S BEST SHOTS!
THAT GUY RUNS LIKE A HUMAN MISSILE!
IT RISES ABOVE THE DIN OF GUNFIRE TO ORBIT THE AREA UNTIL IT IS RECALLED BY AN ELECTRONIC SIGNAL...
I'M STILL IN THIS EEL-HUNT, MISTER! I'LL GET YOU!
FOLLOW ME INTO THIS CORNER AND YOU'LL CRACK UP!
BESIDES, I'M WITHIN SIGHT OF MY GOAL! YOU CAN'T STOP ME!
IF YOU GO INTO THAT BUILDING YOU'LL NEVER COME OUT, BABY!

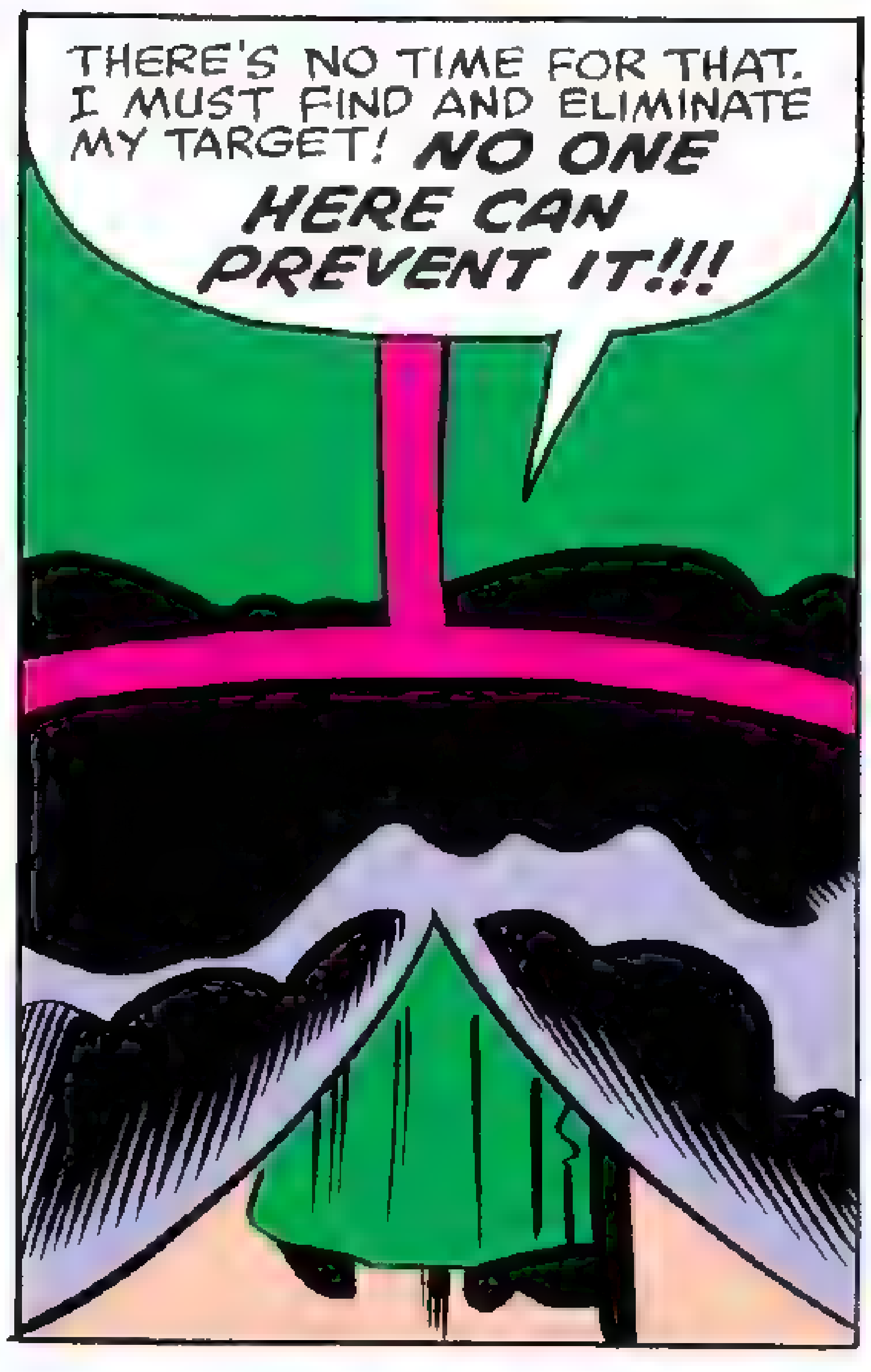

THE NIGHT FLYER IS INDIFFERENT TO THE THOUGHT OF THE ODDS AGAINST HIM. HE UNHESITATINGLY SWINGS INTO THE ROOM HE SEEKS...
BEAUTIFUL! YOU SHOULD BE MOVING AT MAXIMUM SPEED--
I'M RIGHT BEHIND YOU, MAN!
--IN DIRECT LINE WITH THE STRONGEST PIECE OF FURNITURE IN THIS ROOM!!
CRASH!
SWISH!
YOU CALCULATING DEVIL! YOU'VE MEMORIZED THE LAYOUT HERE!
FROM VERY DETAILED PLANS! AND, NOW--!
IN A FLAWLESS, SERPENTINE MOVEMENT, THE NIGHT FLYER DRAWS A WEAPON FROM HIS BELT AND FIRES FIVE QUICK, SUCCESSIVE SHOTS!!!
BAM! BAM! BAM! BAM! BAM!
RAH! RAH! RAH! YOU TOUCHED ALL THE BASES, HOTSHOT--! BUT YOU DIDN'T WIN THE BALL GAME!
IT WAS TABLED BEFORE YOU GOT HERE!
THEN--THAT THING IN THE HOSPITAL BED IS REALLY A DUMMY!!
I SUSPECTED AS MUCH... BUT I HAD TO SHOOT FIRST AND VERIFY IT AFTERWARD!
OH, KNOCK IT OFF! YOU CAME, YOU GOOFED, AND NOW YOU'RE CONQUERED!


AT THAT MOMENT, THE SHIELD TRAP CLOSES!!
HANDLE HIM WITH CARE, MEN! MENTAL CASES ARE UNPREDICTABLE!
FALCON! ARE YOU HERE?
STEP RIGHT UP, STEVE... BUT DON'T BUMP INTO OUR GUEST!
SINCE HE INSISTED ON DROPPING IN, WE CAN ACCOMMODATE HIM FOR THE NEXT FIFTY YEARS!


WHY DID YOU DO IT, MISTER? YOU MUST HAVE KNOWN THAT THE DEFECTOR WOULD BE MOVED AFTER THE FIRST ATTEMPT ON HIS LIFE!!
I KNOW IT NOW! THE PERFECT MAN LEAVES NOTHING TO CHANCE!!


I'LL TAKE THAT WEAPON, "MISTER PERFECT"! THE BOYS WILL INFORM YOU OF YOUR RIGHTS AS THEY LEAD YOU OUT!!
YOU MAY HAVE THE GUN, BUT THIS CHANGES NOTHING!


MAN, IF NERVE WAS PASTRY, HE'D BE A WHOLE BIRTHDAY CAKE!!
THIS BUZZARD HAS AN INFORMANT HERE, STEVE. HE KNEW EVERY CORNER OF THIS ROOM.
SHIELD WILL QUESTION HIM!

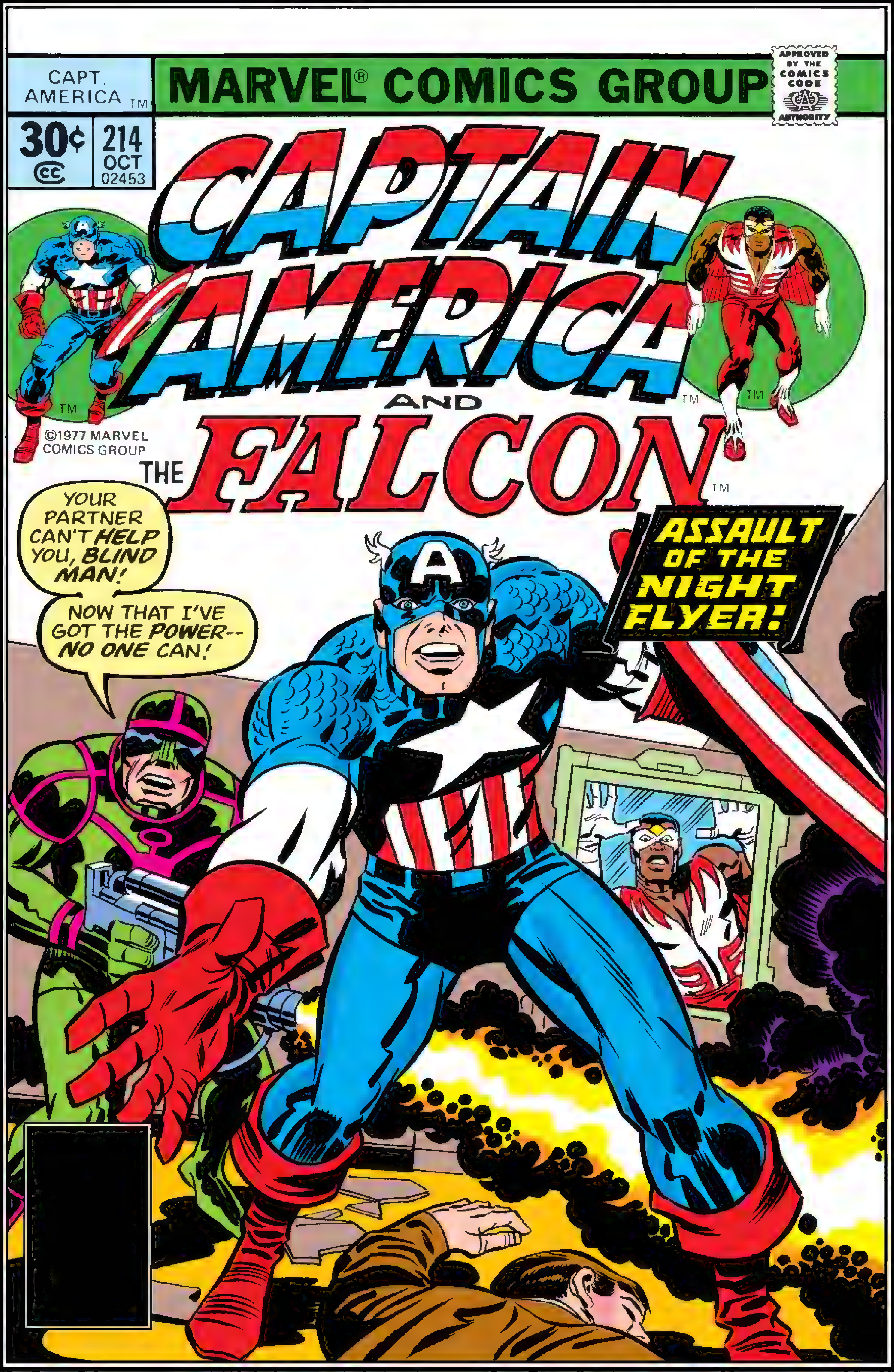

THERE'S NO TIME FOR THAT. I MUST FIND AND ELIMINATE MY TARGET! NO ONE HERE CAN PREVENT IT!!!

CAN HE REALLY DO IT??? CAN ONE MAN DEFY AN ARMED CAMP-- AND TAKE IT???

NEXT--

UNBELIEVABLE ACTION IN--

"PERFECT-POWER!"


CAPT. AMERICA TM
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢ CC
214 OCT 02453
CAPTAIN AMERICA AND THE FALCON TM
TM
TM
©1977 MARVEL COMICS GROUP
YOUR PARTNER CAN'T HELP YOU, BLIND MAN!
NOW THAT I'VE GOT THE POWER-- NO ONE CAN!
ASSAULT OF THE NIGHT FLYER!

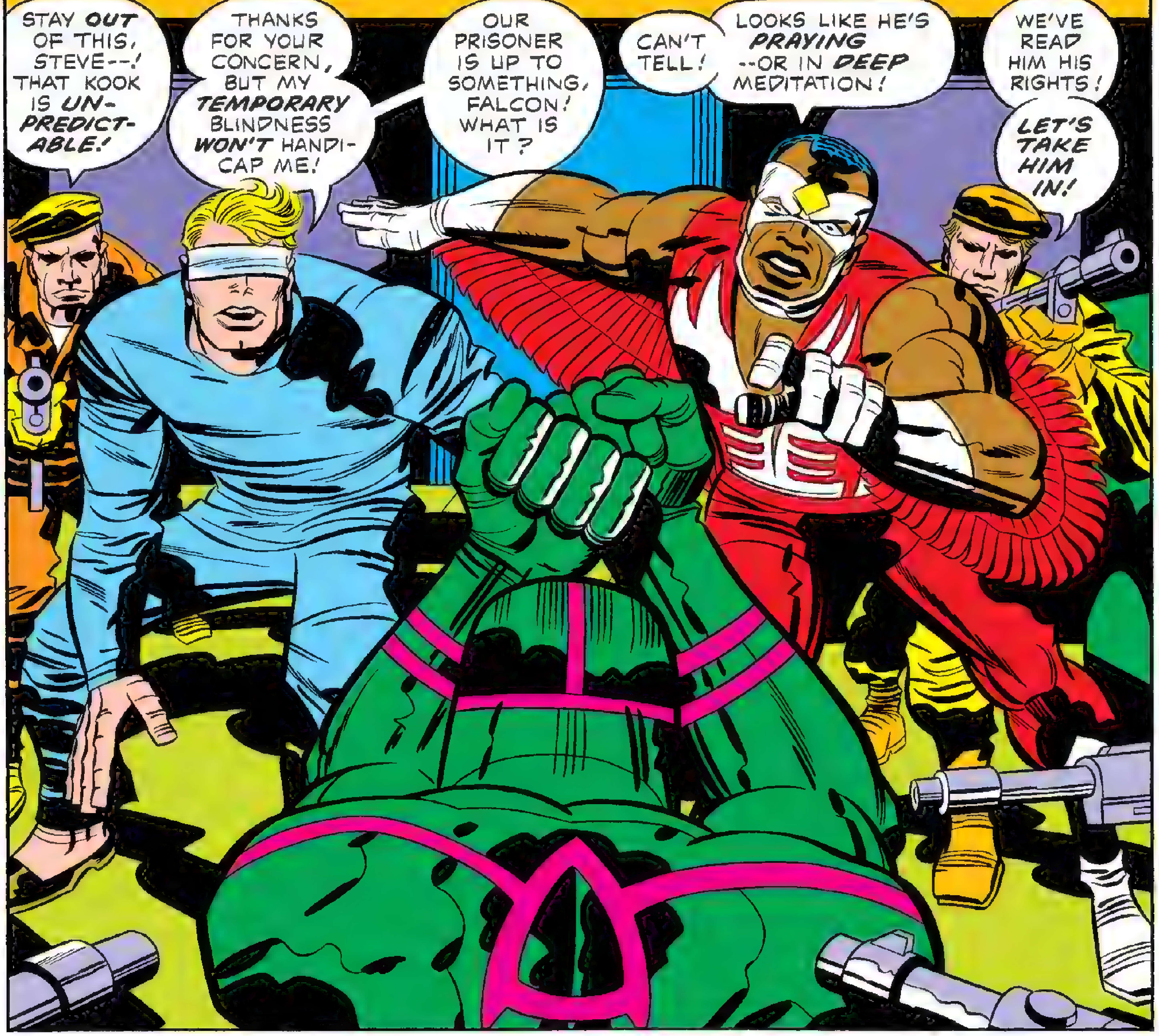
1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

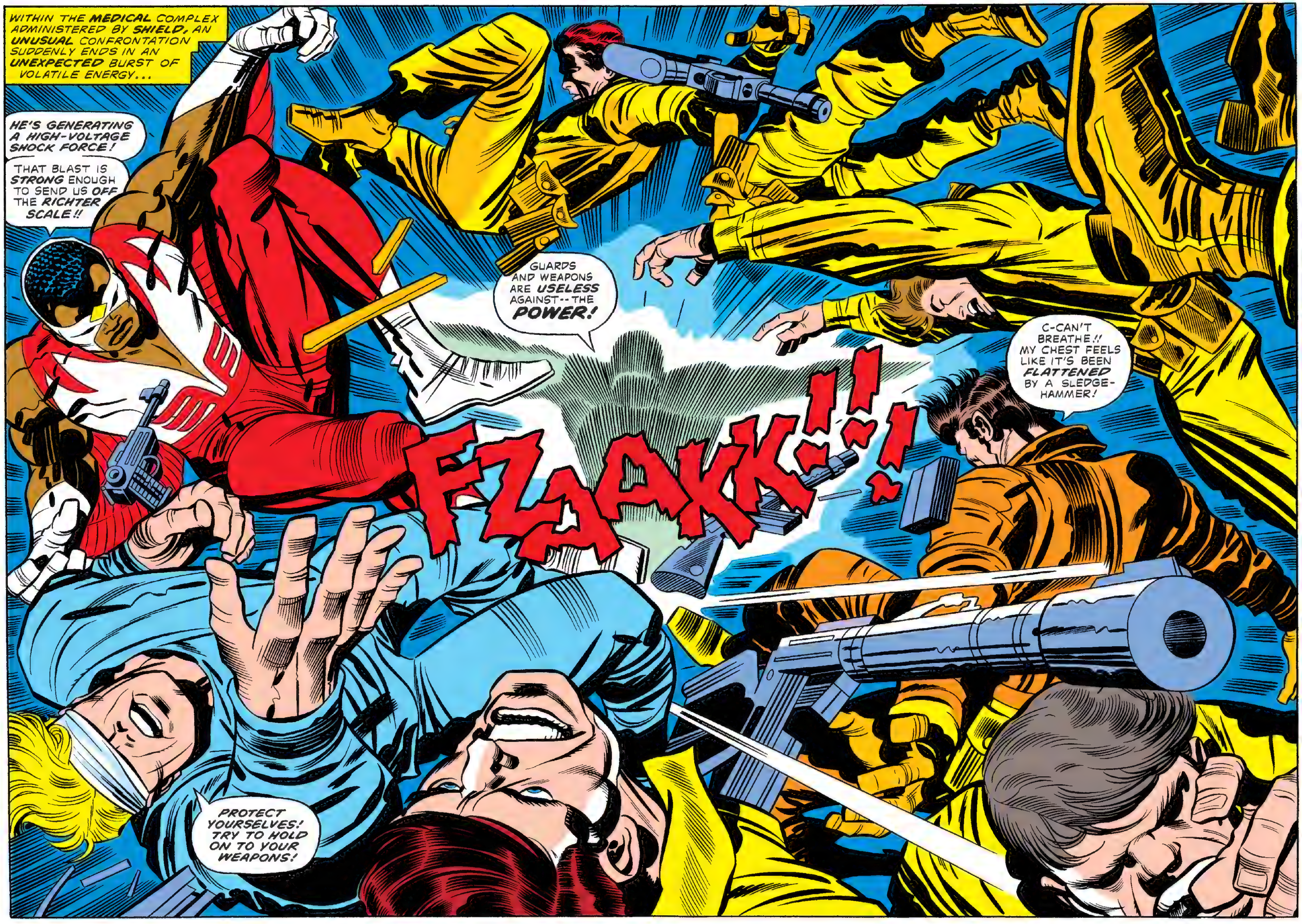
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

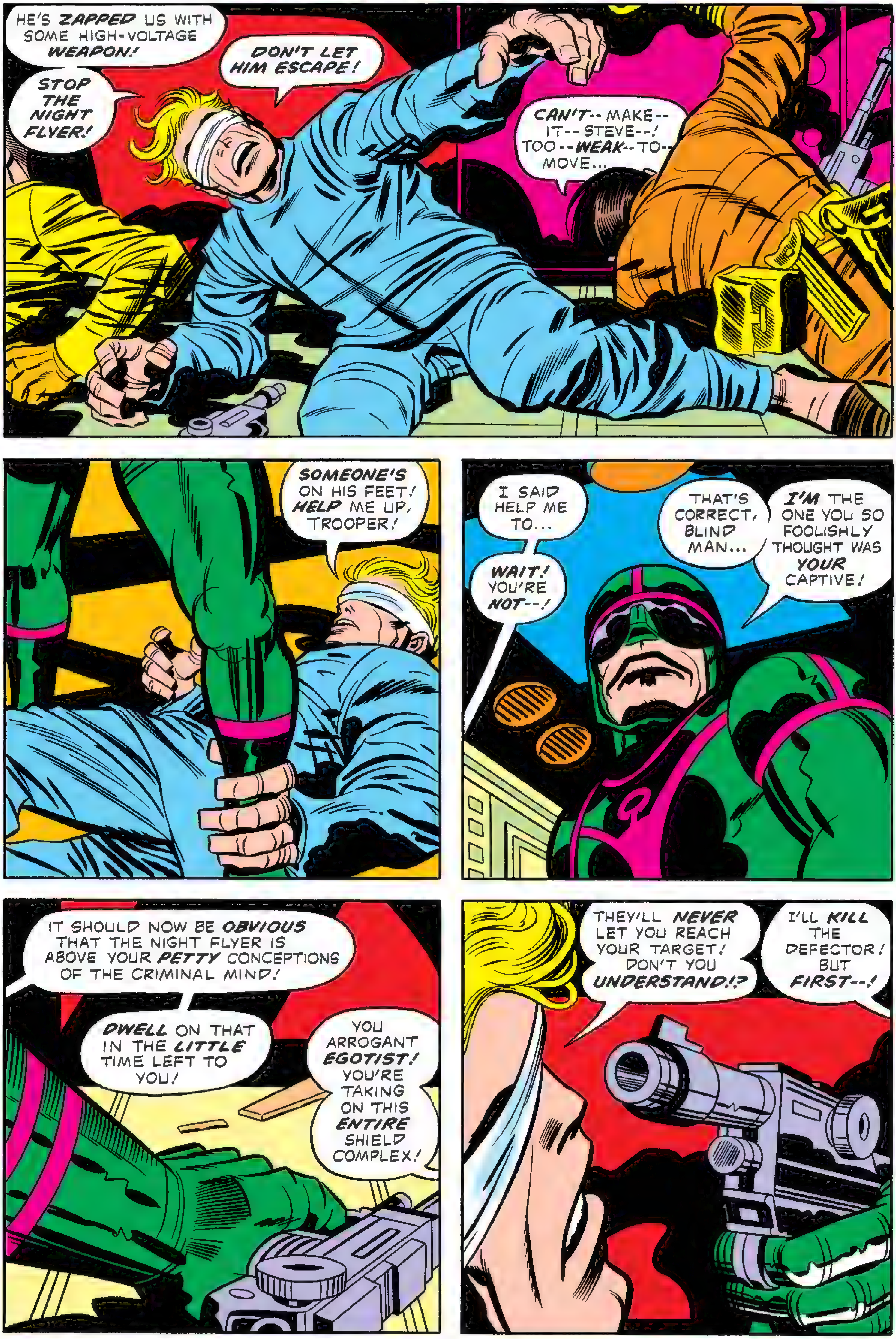
EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** • LETTERS N' INKS BY **ROYER** • COLORING BY **SAM KATO** • BIRD-DOGGING BY **ARCHIE GOODWIN**

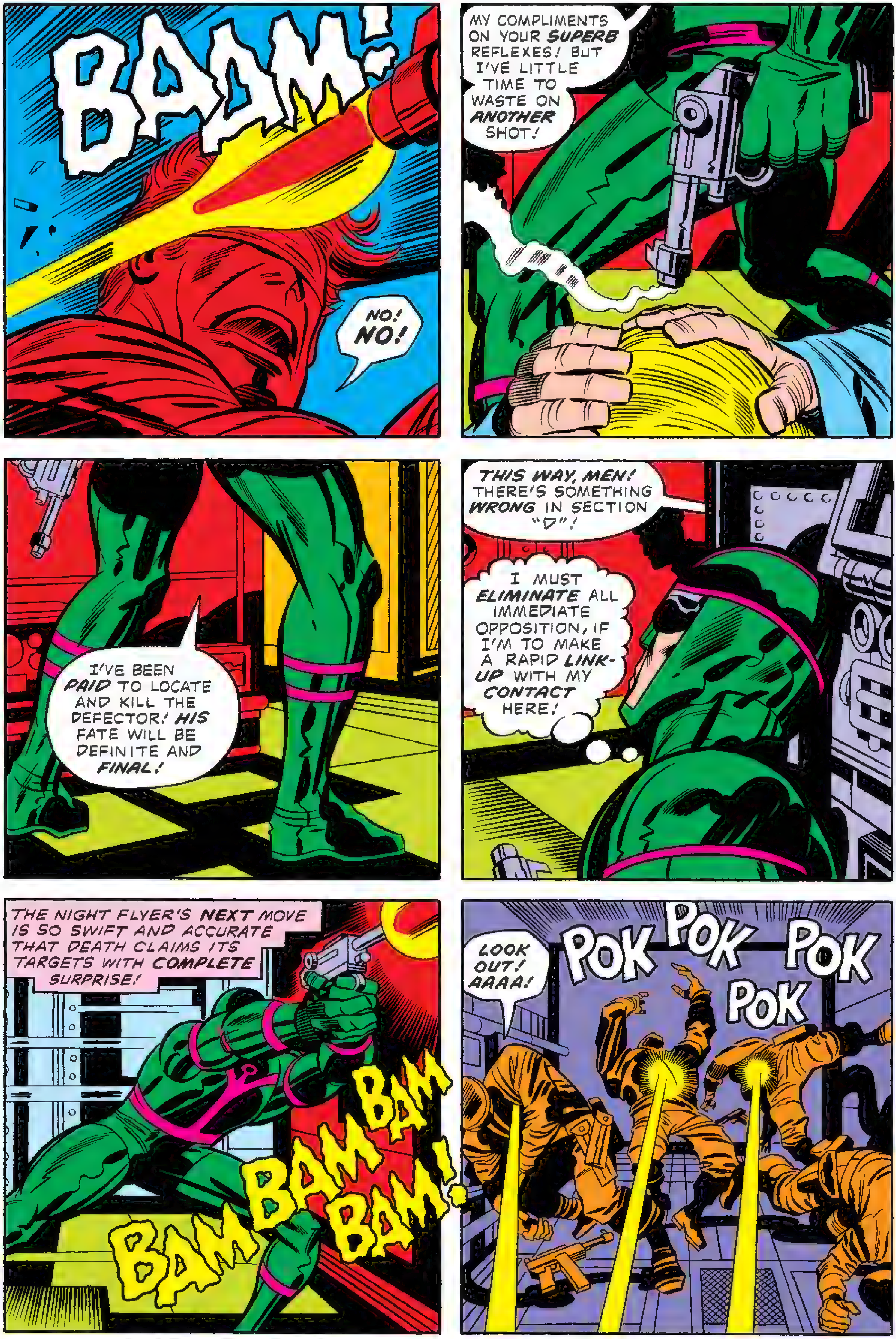
THE **NIGHT FLYER** IS **MORE** THAN A DARING ZEALOT! HE IS THE ULTIMATE **HIT-MAN**-- AN OPEN CHALLENGE TO **SHIELD** AND ITS TWO PRIZE **SUPER-GUESTS!** THE ODDS AGAINST THE INTRUDER ARE OVER-WHELMING... BUT HE **HASN'T** YET USED... **THE**

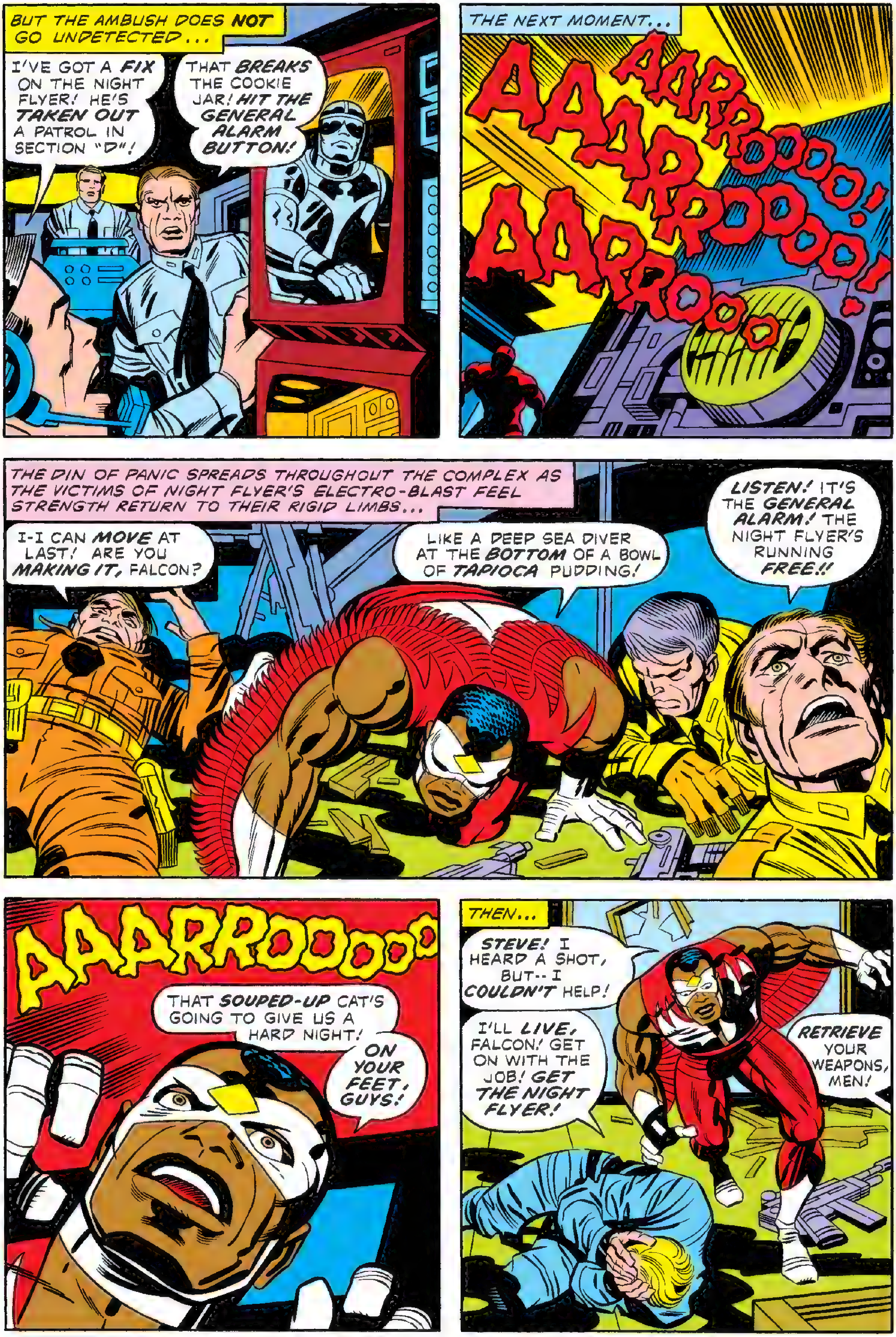
POWER

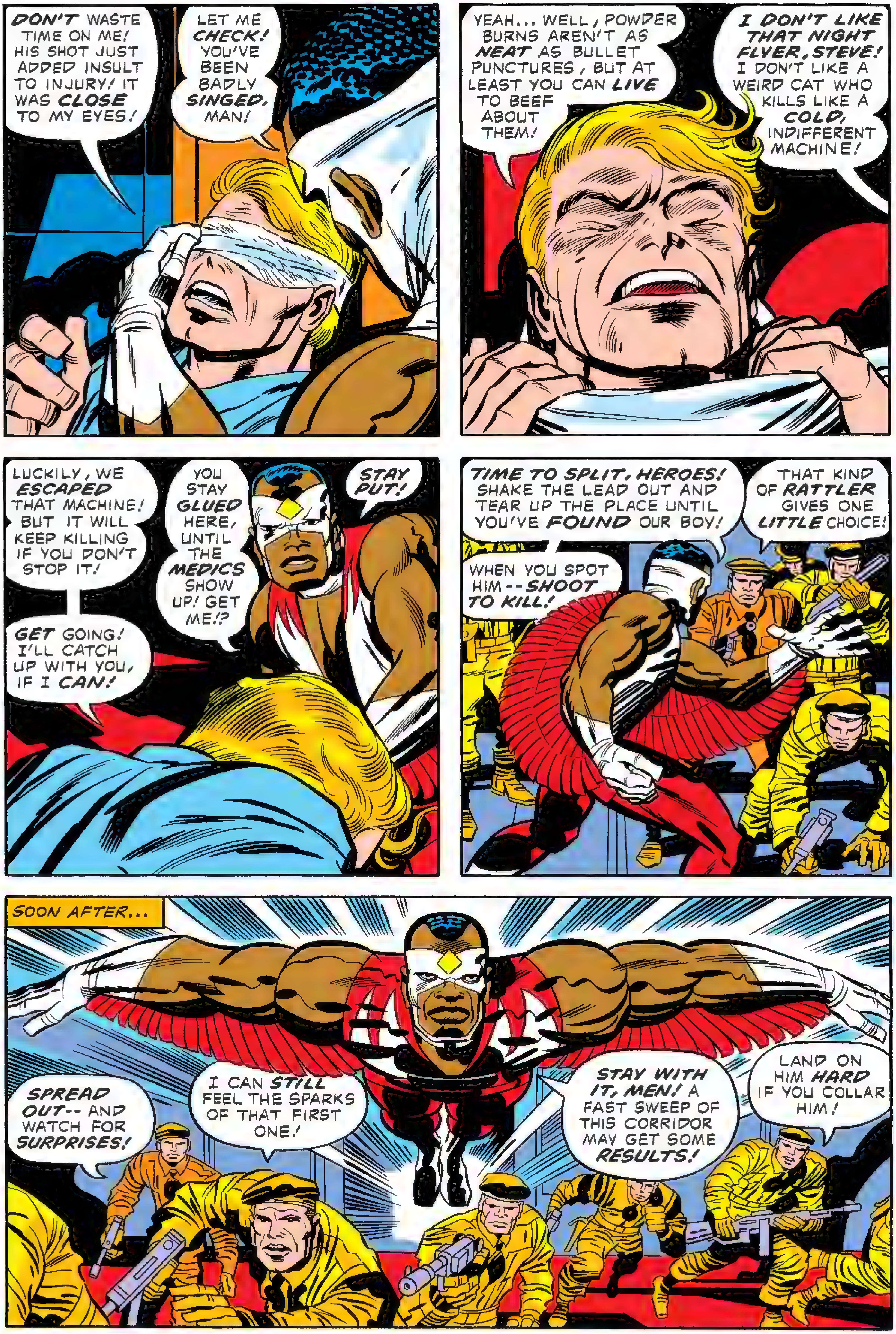

STAY **OUT** OF THIS, STEVE--! THAT KOOK IS **UN-PREDICTABLE!**
THANKS FOR YOUR CONCERN, BUT MY **TEMPORARY** BLINDNESS **WON'T** HANDICAP ME!
OUR PRISONER IS UP TO SOMETHING, FALCON! WHAT IS IT ?
CAN'T TELL!
LOOKS LIKE HE'S **PRAYING** --OR IN **DEEP** MEDITATION!
WE'VE READ HIM HIS RIGHTS!
LET'S TAKE HIM IN!

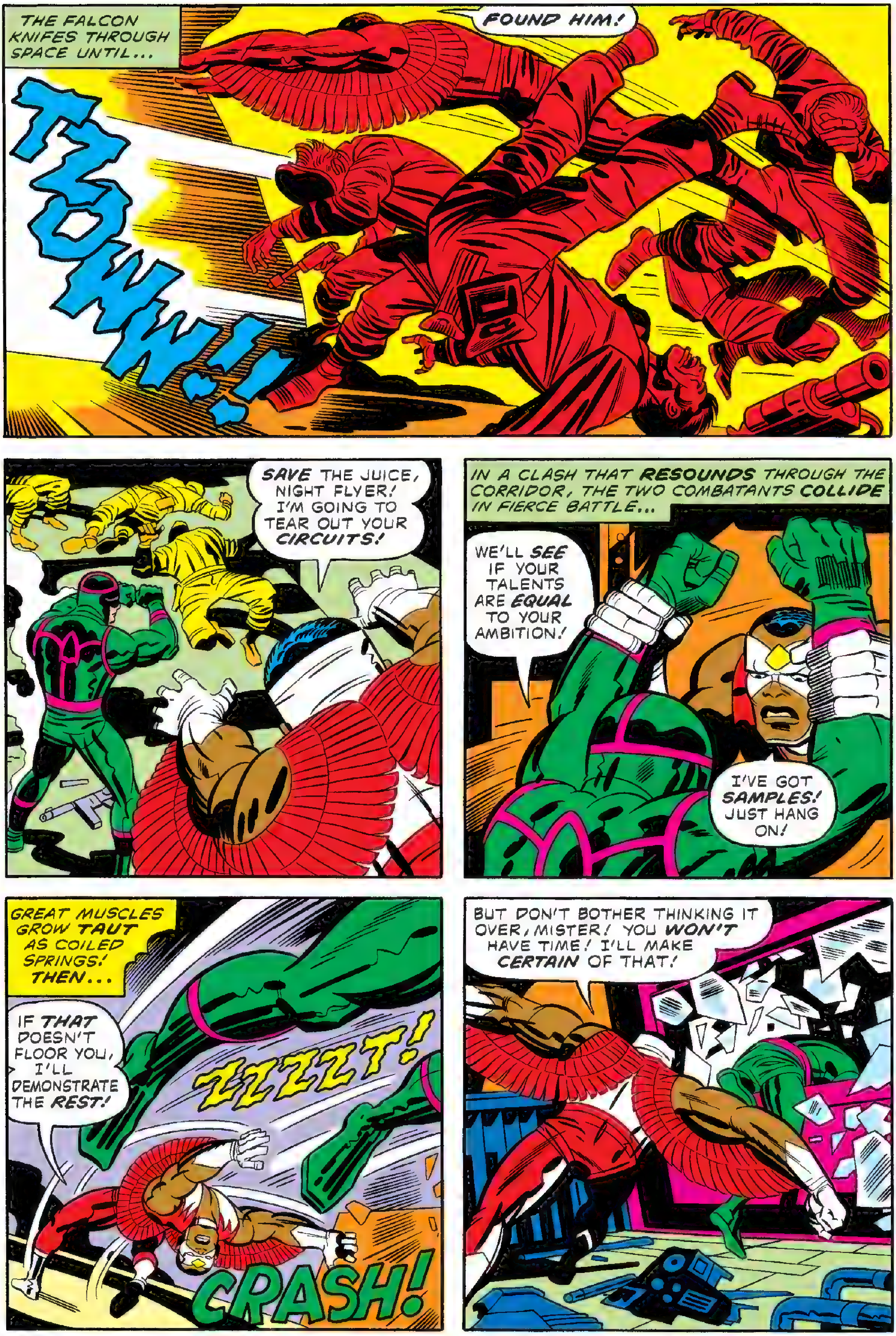

WITHIN THE MEDICAL COMPLEX ADMINISTERED BY SHIELD, AN UNUSUAL CONFRONTATION SUDDENLY ENDS IN AN UNEXPECTED BURST OF VOLATILE ENERGY...
HE'S GENERATING A HIGH-VOLTAGE SHOCK FORCE!
THAT BLAST IS STRONG ENOUGH TO SEND US OFF THE RICHTER SCALE!!
GUARDS AND WEAPONS ARE USELESS AGAINST-- THE POWER!
C-CAN'T BREATHE!! MY CHEST FEELS LIKE IT'S BEEN FLATTENED BY A SLEDGE-HAMMER!
FZAKK!!!
PROTECT YOURSELVES! TRY TO HOLD ON TO YOUR WEAPONS!

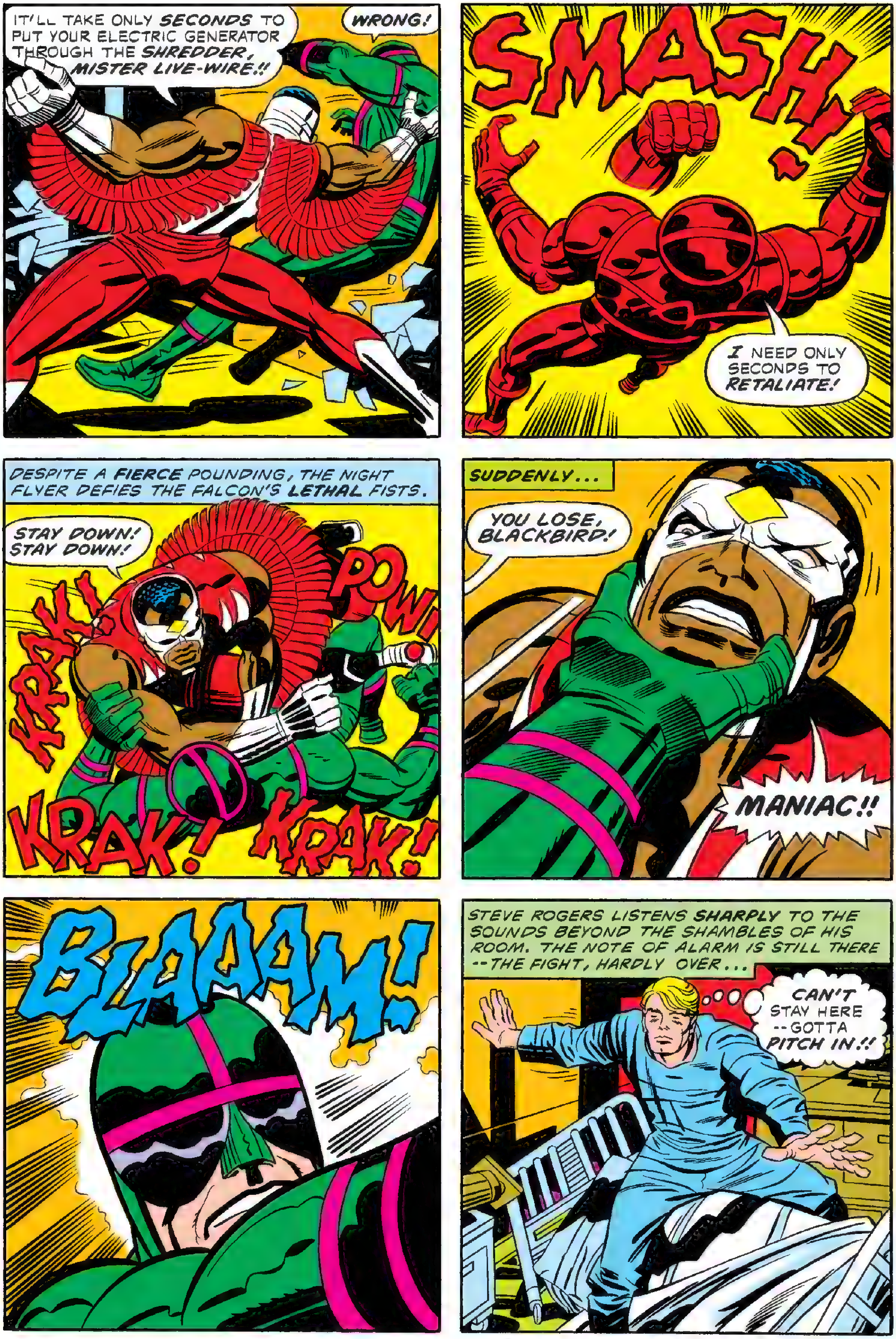

HE'S **ZAPPED** US WITH SOME HIGH-VOLTAGE **WEAPON!**
STOP THE NIGHT FLYER!
DON'T LET HIM ESCAPE!
CAN'T-- MAKE-- IT-- STEVE--! TOO --**WEAK**-- TO-- MOVE...
SOMEONE'S ON HIS FEET! **HELP** ME UP, TROOPER!
I SAID HELP ME TO...
WAIT! YOU'RE **NOT**--!
THAT'S CORRECT, BLIND MAN...
I'M THE ONE YOU SO FOOLISHLY THOUGHT WAS **YOUR** CAPTIVE!
IT SHOULD NOW BE **OBVIOUS** THAT THE NIGHT FLYER IS ABOVE YOUR **PETTY** CONCEPTIONS OF THE CRIMINAL MIND!
DWELL ON THAT IN THE **LITTLE** TIME LEFT TO YOU!
YOU ARROGANT **EGOTIST!** YOU'RE TAKING ON THIS **ENTIRE** SHIELD COMPLEX!
THEY'LL **NEVER** LET YOU REACH YOUR TARGET! DON'T YOU **UNDERSTAND!?**
I'LL **KILL** THE DEFECTOR! BUT **FIRST--!**

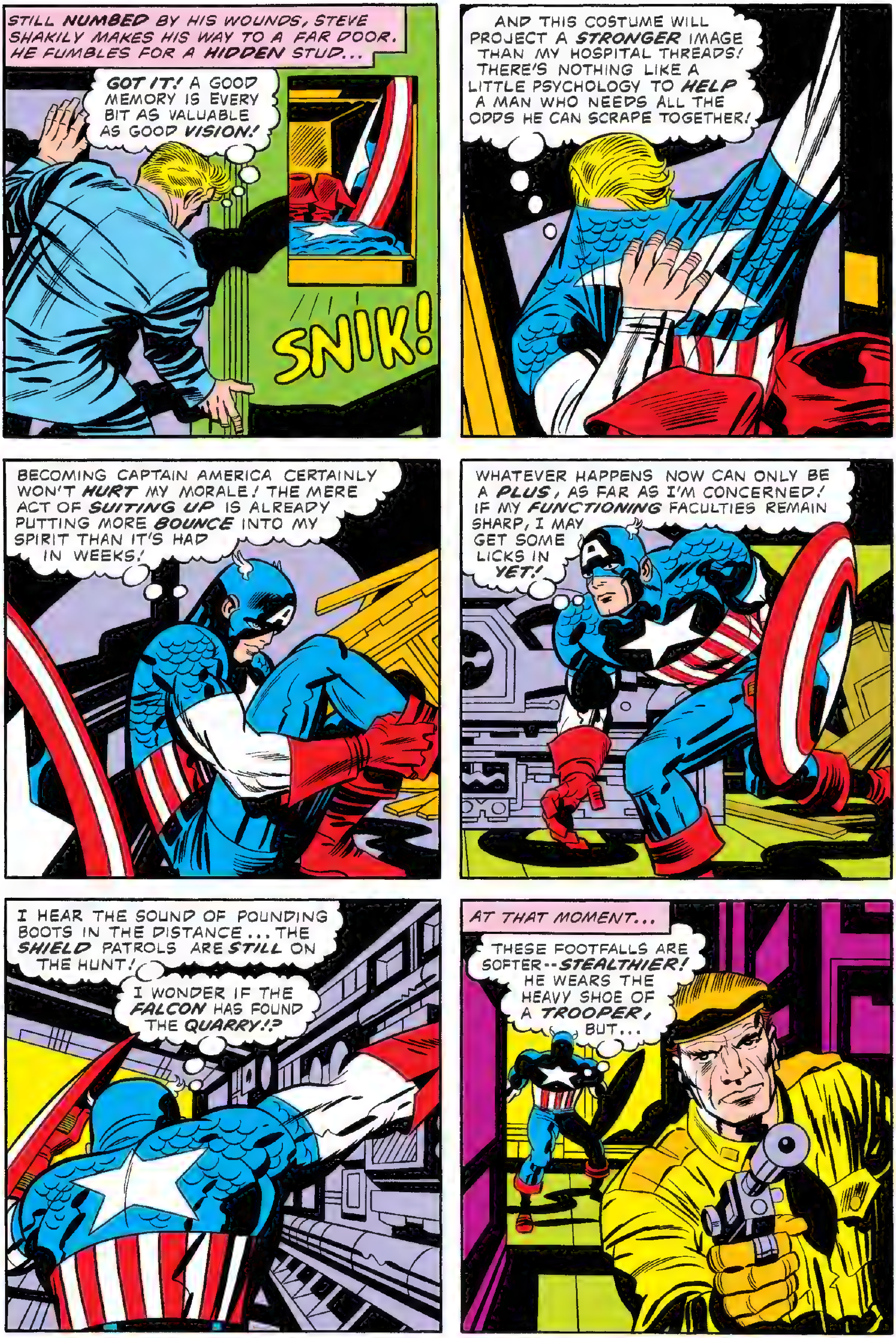

BAAM!
NO! NO!
MY COMPLIMENTS ON YOUR SUPERB REFLEXES! BUT I'VE LITTLE TIME TO WASTE ON ANOTHER SHOT!
I'VE BEEN PAID TO LOCATE AND KILL THE DEFECTOR! HIS FATE WILL BE DEFINITE AND FINAL!
THIS WAY, MEN! THERE'S SOMETHING WRONG IN SECTION "D"!
I MUST ELIMINATE ALL IMMEDIATE OPPOSITION, IF I'M TO MAKE A RAPID LINK-UP WITH MY CONTACT HERE!
THE NIGHT FLYER'S NEXT MOVE IS SO SWIFT AND ACCURATE THAT DEATH CLAIMS ITS TARGETS WITH COMPLETE SURPRISE!
BAM BAM BAM BAM BAM!
LOOK OUT! AAAA!
POK POK POK POK

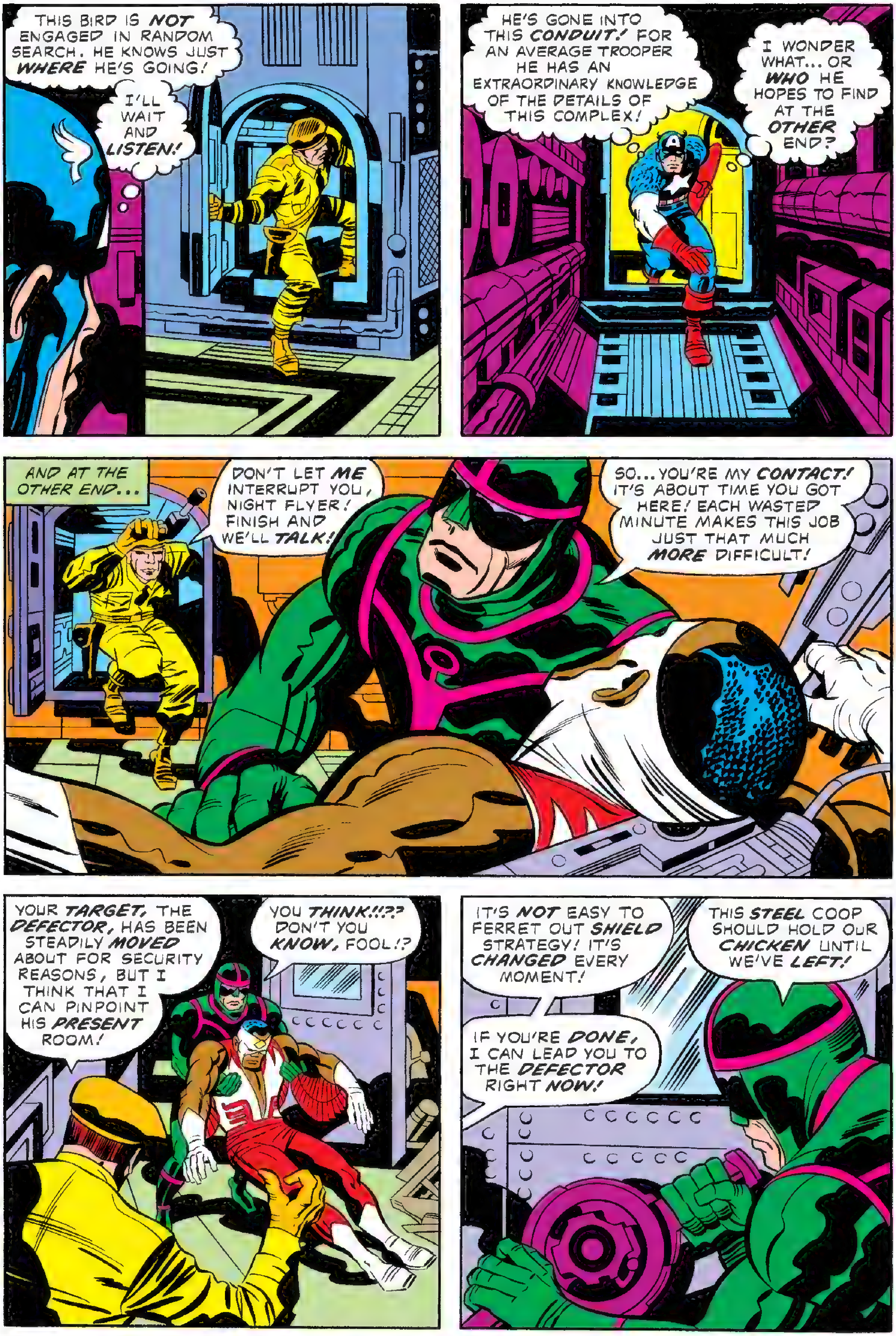

BUT THE AMBUSH DOES NOT GO UNDETECTED...
I'VE GOT A FIX ON THE NIGHT FLYER! HE'S TAKEN OUT A PATROL IN SECTION "D"!
THAT BREAKS THE COOKIE JAR! HIT THE GENERAL ALARM BUTTON!
THE NEXT MOMENT...
AAAARROOOO! AAARROOOO! AAARROOOO
THE DIN OF PANIC SPREADS THROUGHOUT THE COMPLEX AS THE VICTIMS OF NIGHT FLYER'S ELECTRO-BLAST FEEL STRENGTH RETURN TO THEIR RIGID LIMBS...
I-I CAN MOVE AT LAST! ARE YOU MAKING IT, FALCON?
LIKE A DEEP SEA DIVER AT THE BOTTOM OF A BOWL OF TAPIOCA PUDDING!
LISTEN! IT'S THE GENERAL ALARM! THE NIGHT FLYER'S RUNNING FREE!!
AAARROOOOO
THAT SOUPED-UP CAT'S GOING TO GIVE US A HARD NIGHT!
ON YOUR FEET, GUYS!
THEN...
STEVE! I HEARD A SHOT, BUT--I COULDN'T HELP!
I'LL LIVE, FALCON! GET ON WITH THE JOB! GET THE NIGHT FLYER!
RETRIEVE YOUR WEAPONS, MEN!

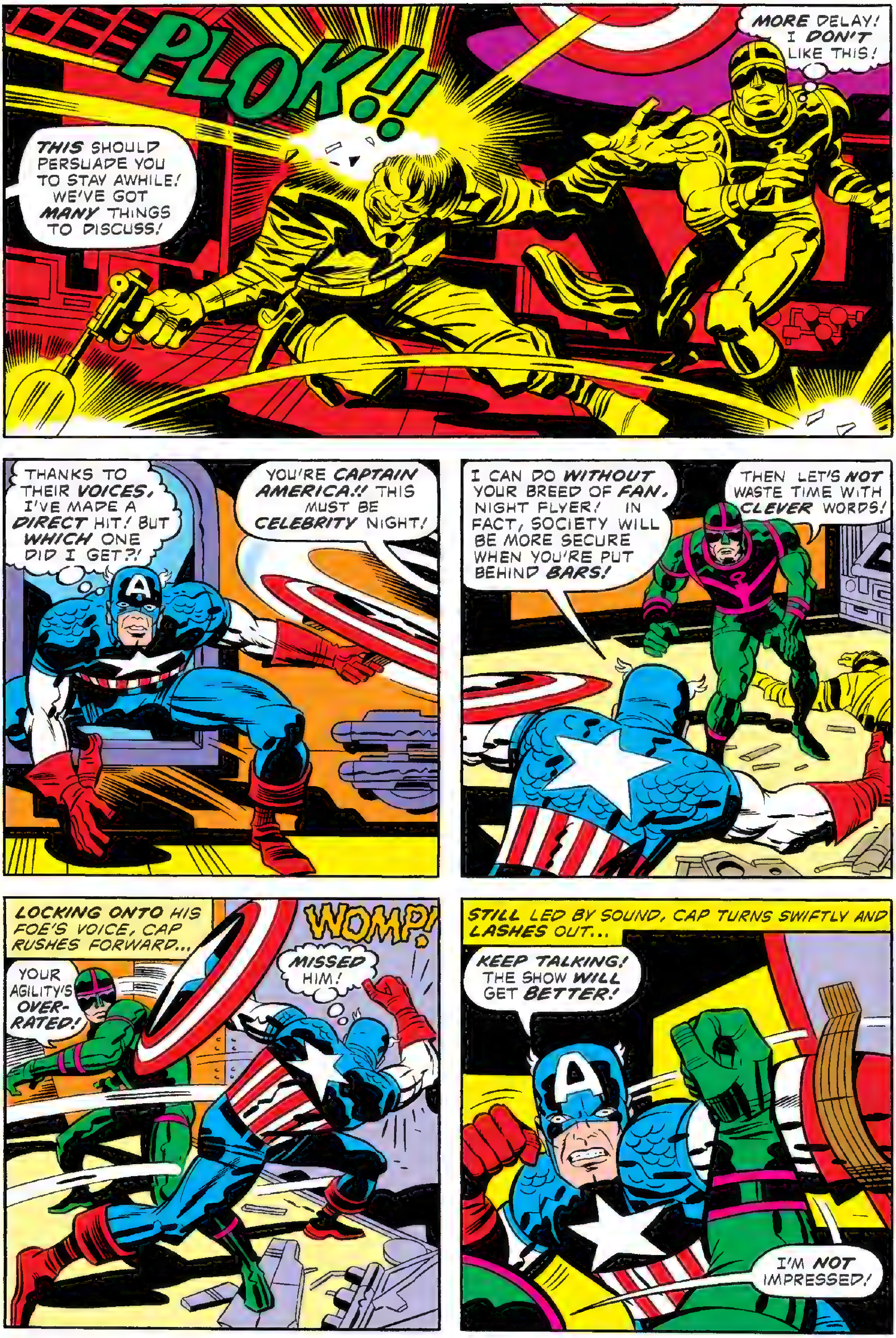

DON'T WASTE TIME ON ME! HIS SHOT JUST ADDED INSULT TO INJURY! IT WAS CLOSE TO MY EYES!
LET ME CHECK! YOU'VE BEEN BADLY SINGED, MAN!
YEAH... WELL, POWDER BURNS AREN'T AS NEAT AS BULLET PUNCTURES, BUT AT LEAST YOU CAN LIVE TO BEEF ABOUT THEM!
I DON'T LIKE THAT NIGHT FLYER, STEVE! I DON'T LIKE A WEIRD CAT WHO KILLS LIKE A COLD, INDIFFERENT MACHINE!
LUCKILY, WE ESCAPED THAT MACHINE! BUT IT WILL KEEP KILLING IF YOU DON'T STOP IT!
YOU STAY GLUED HERE, UNTIL THE MEDICS SHOW UP! GET ME!?
STAY PUT!
GET GOING! I'LL CATCH UP WITH YOU, IF I CAN!
TIME TO SPLIT, HEROES! SHAKE THE LEAD OUT AND TEAR UP THE PLACE UNTIL YOU'VE FOUND OUR BOY!
WHEN YOU SPOT HIM -- SHOOT TO KILL!
THAT KIND OF RATTLER GIVES ONE LITTLE CHOICE!
SOON AFTER...
SPREAD OUT-- AND WATCH FOR SURPRISES!
I CAN STILL FEEL THE SPARKS OF THAT FIRST ONE!
STAY WITH IT, MEN! A FAST SWEEP OF THIS CORRIDOR MAY GET SOME RESULTS!
LAND ON HIM HARD IF YOU COLLAR HIM!

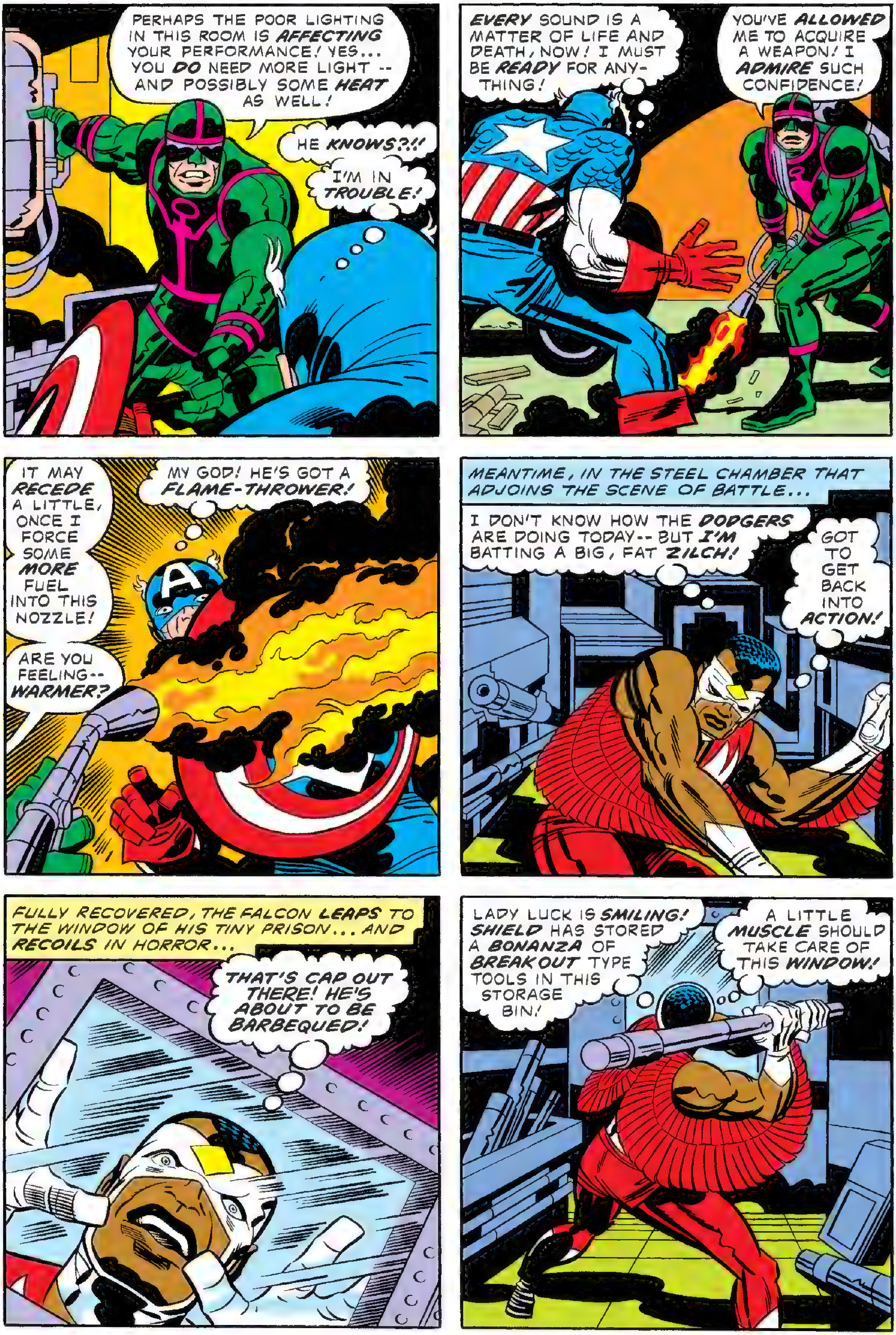

THE FALCON KNIFES THROUGH SPACE UNTIL...
FOUND HIM!
TZOWW!!!
SAVE THE JUICE, NIGHT FLYER! I'M GOING TO TEAR OUT YOUR CIRCUITS!
IN A CLASH THAT RESOUNDS THROUGH THE CORRIDOR, THE TWO COMBATANTS COLLIDE IN FIERCE BATTLE...
WE'LL SEE IF YOUR TALENTS ARE EQUAL TO YOUR AMBITION!
I'VE GOT SAMPLES! JUST HANG ON!
GREAT MUSCLES GROW TAUT AS COILED SPRINGS! THEN...
IF THAT DOESN'T FLOOR YOU, I'LL DEMONSTRATE THE REST!
ZZZZT!
CRASH!
BUT DON'T BOTHER THINKING IT OVER, MISTER! YOU WON'T HAVE TIME! I'LL MAKE CERTAIN OF THAT!

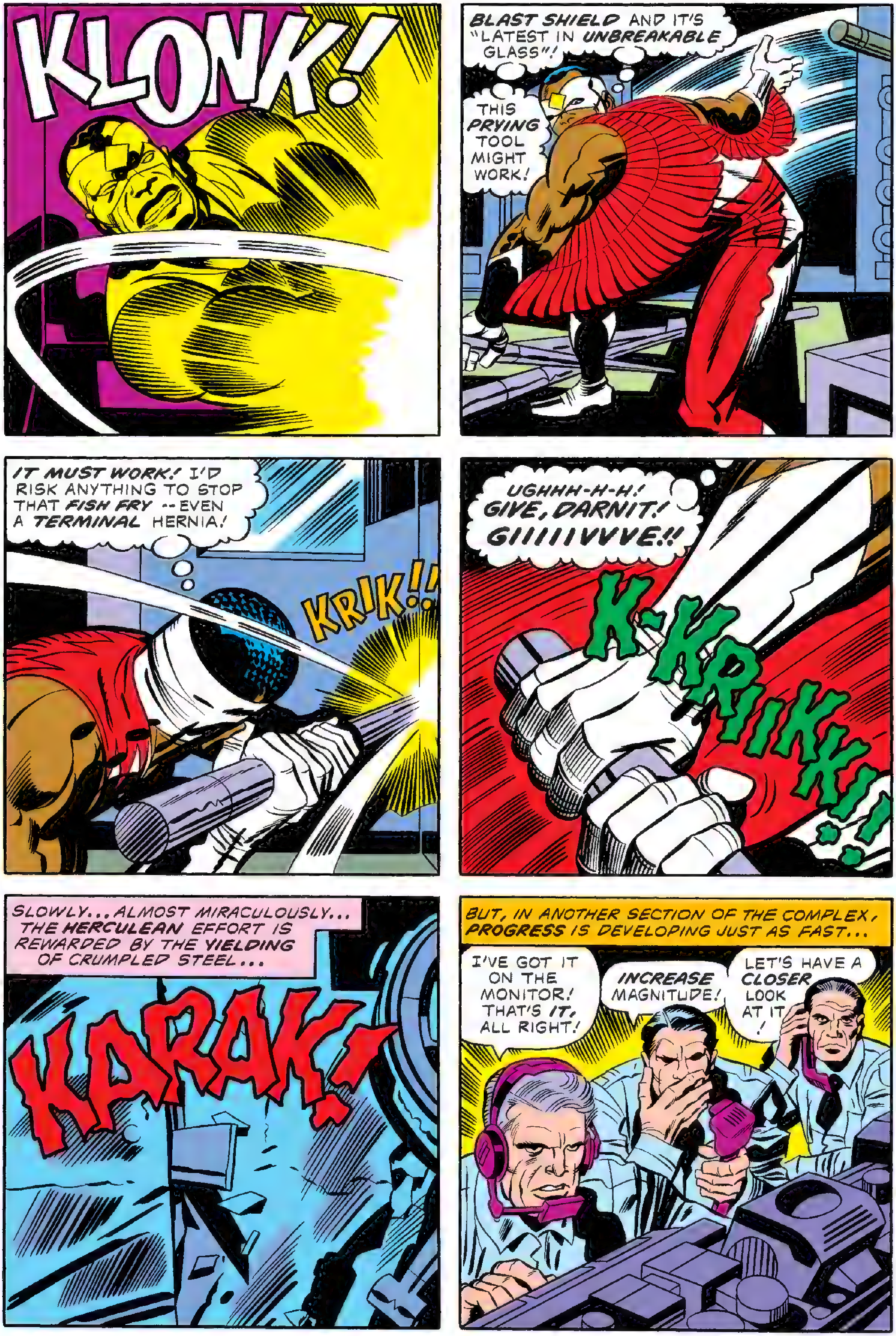

IT'LL TAKE ONLY SECONDS TO PUT YOUR ELECTRIC GENERATOR THROUGH THE SHREDDER, MISTER LIVE-WIRE.!!
WRONG!
SMASH!
I NEED ONLY SECONDS TO RETALIATE!
DESPITE A FIERCE POUNDING, THE NIGHT FLYER DEFIES THE FALCON'S LETHAL FISTS.
STAY DOWN! STAY DOWN!
KRAK!
POW!
KRAK! KRAK!
SUDDENLY...
YOU LOSE, BLACKBIRD!
MANIAC!!
BLAAAM!
STEVE ROGERS LISTENS SHARPLY TO THE SOUNDS BEYOND THE SHAMBLES OF HIS ROOM. THE NOTE OF ALARM IS STILL THERE --THE FIGHT, HARDLY OVER...
CAN'T STAY HERE --GOTTA PITCH IN!!

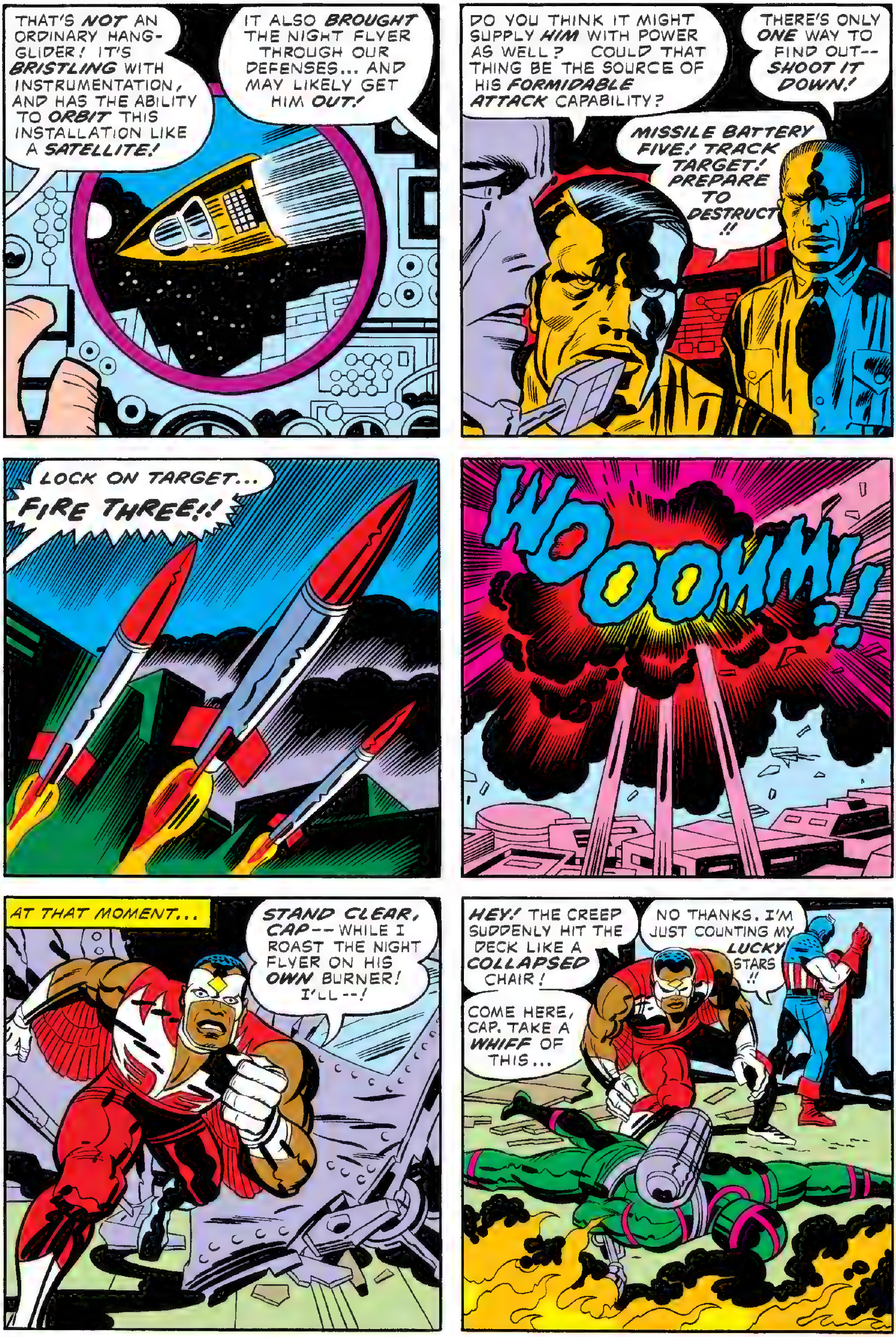

STILL NUMBED BY HIS WOUNDS, STEVE SHAKILY MAKES HIS WAY TO A FAR DOOR. HE FUMBLES FOR A HIDDEN STUD...
GOT IT! A GOOD MEMORY IS EVERY BIT AS VALUABLE AS GOOD VISION!
SNIK!
AND THIS COSTUME WILL PROJECT A STRONGER IMAGE THAN MY HOSPITAL THREADS! THERE'S NOTHING LIKE A LITTLE PSYCHOLOGY TO HELP A MAN WHO NEEDS ALL THE ODDS HE CAN SCRAPE TOGETHER!
BECOMING CAPTAIN AMERICA CERTAINLY WON'T HURT MY MORALE! THE MERE ACT OF SUITING UP IS ALREADY PUTTING MORE BOUNCE INTO MY SPIRIT THAN IT'S HAD IN WEEKS!
WHATEVER HAPPENS NOW CAN ONLY BE A PLUS, AS FAR AS I'M CONCERNED! IF MY FUNCTIONING FACULTIES REMAIN SHARP, I MAY GET SOME LICKS IN YET!
I HEAR THE SOUND OF POUNDING BOOTS IN THE DISTANCE ... THE SHIELD PATROLS ARE STILL ON THE HUNT!
I WONDER IF THE FALCON HAS FOUND THE QUARRY!?
AT THAT MOMENT...
THESE FOOTFALLS ARE SOFTER--STEALTHIER! HE WEARS THE HEAVY SHOE OF A TROOPER, BUT...

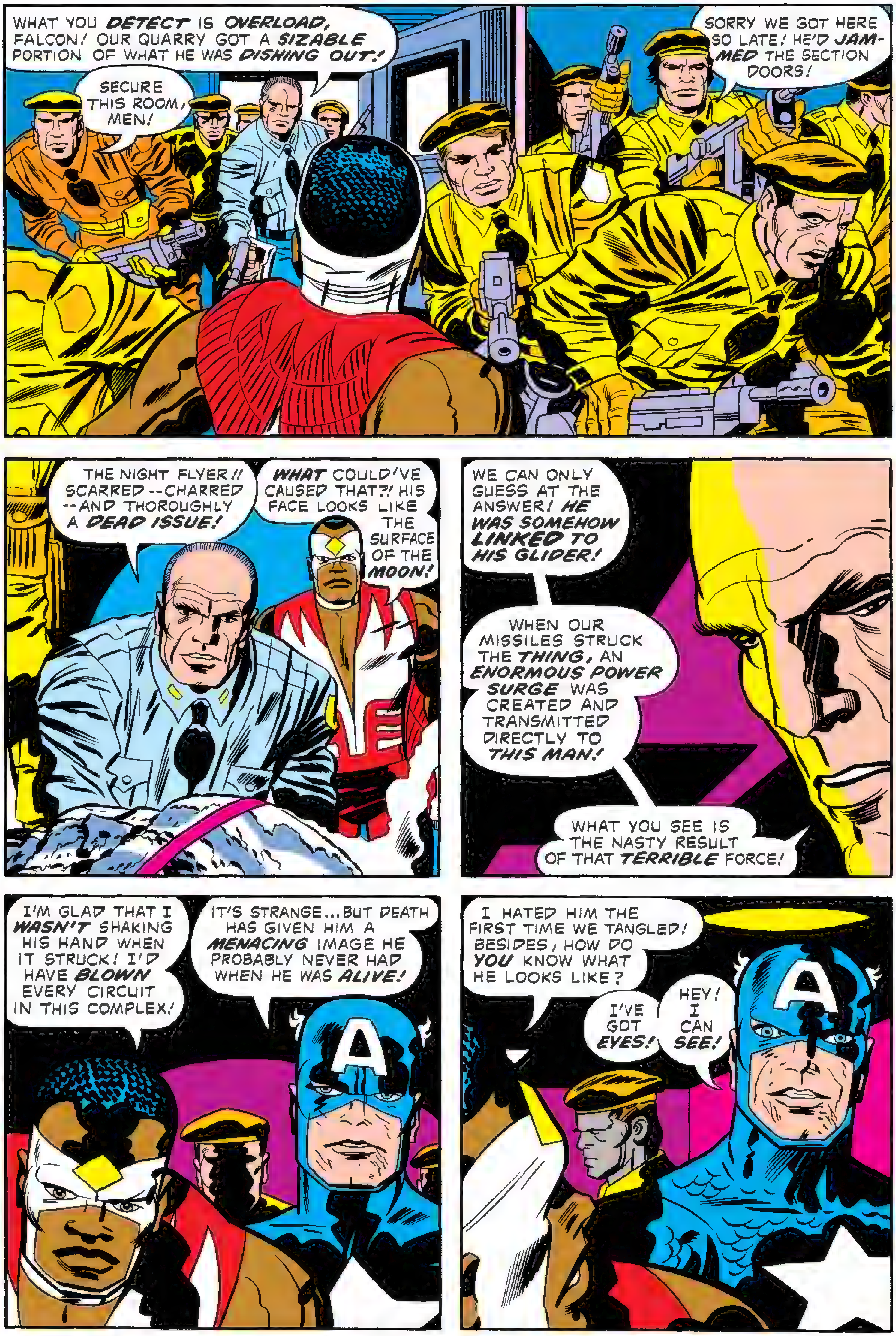

THIS BIRD IS NOT ENGAGED IN RANDOM SEARCH. HE KNOWS JUST WHERE HE'S GOING!
I'LL WAIT AND LISTEN!
HE'S GONE INTO THIS CONDUIT! FOR AN AVERAGE TROOPER HE HAS AN EXTRAORDINARY KNOWLEDGE OF THE DETAILS OF THIS COMPLEX!
I WONDER WHAT... OR WHO HE HOPES TO FIND AT THE OTHER END?
AND AT THE OTHER END...
DON'T LET ME INTERRUPT YOU, NIGHT FLYER! FINISH AND WE'LL TALK!
SO... YOU'RE MY CONTACT! IT'S ABOUT TIME YOU GOT HERE! EACH WASTED MINUTE MAKES THIS JOB JUST THAT MUCH MORE DIFFICULT!
YOUR TARGET, THE DEFECTOR, HAS BEEN STEADILY MOVED ABOUT FOR SECURITY REASONS, BUT I THINK THAT I CAN PINPOINT HIS PRESENT ROOM!
YOU THINK!!?? DON'T YOU KNOW, FOOL!?
IT'S NOT EASY TO FERRET OUT SHIELD STRATEGY! IT'S CHANGED EVERY MOMENT!
IF YOU'RE DONE, I CAN LEAD YOU TO THE DEFECTOR RIGHT NOW!
THIS STEEL COOP SHOULD HOLD OUR CHICKEN UNTIL WE'VE LEFT!

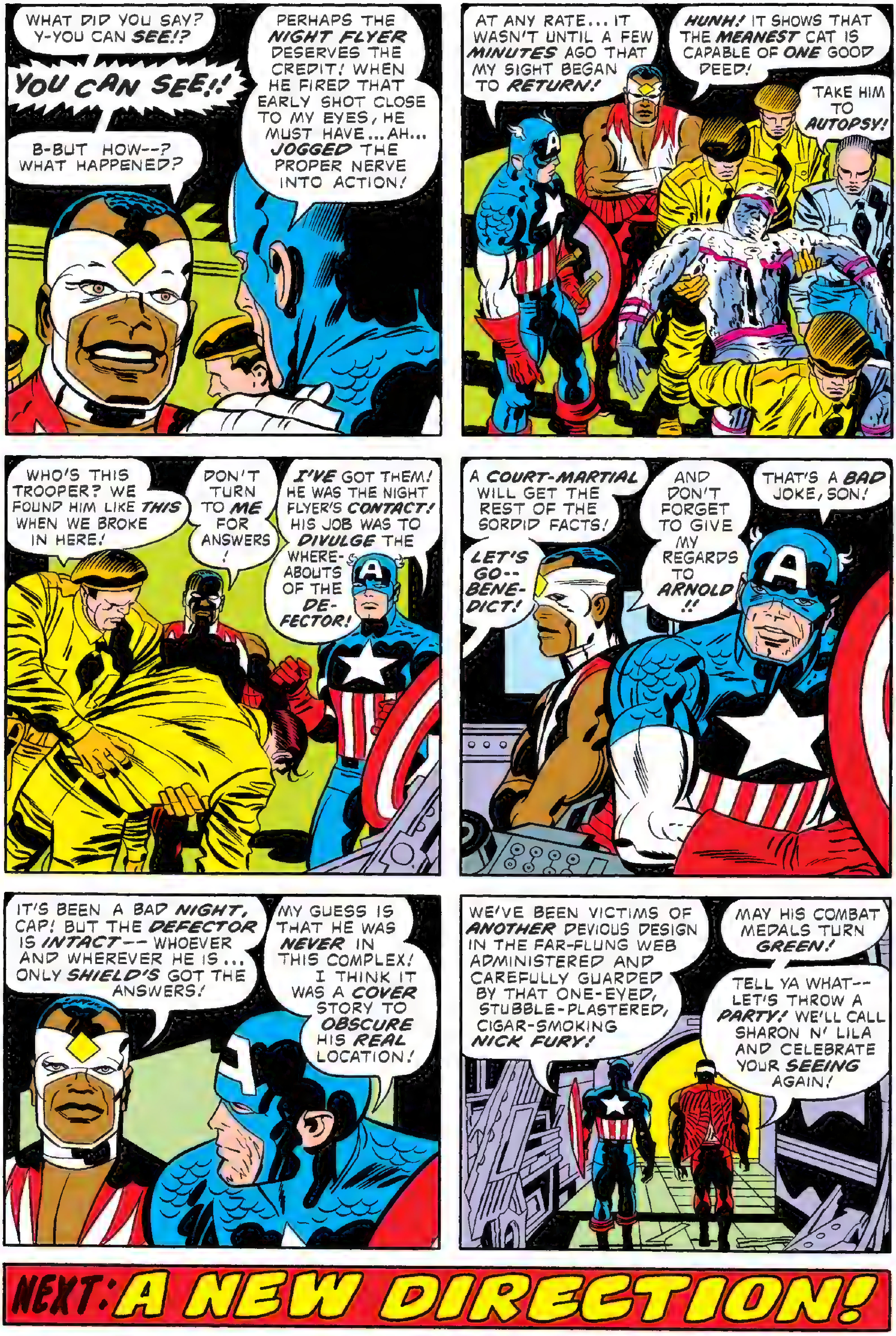

PLOK!!
THIS SHOULD PERSUADE YOU TO STAY AWHILE! WE'VE GOT MANY THINGS TO DISCUSS!
MORE DELAY! I DON'T LIKE THIS!
THANKS TO THEIR VOICES, I'VE MADE A DIRECT HIT! BUT WHICH ONE DID I GET?!
YOU'RE CAPTAIN AMERICA!! THIS MUST BE CELEBRITY NIGHT!
I CAN DO WITHOUT YOUR BREED OF FAN, NIGHT FLYER! IN FACT, SOCIETY WILL BE MORE SECURE WHEN YOU'RE PUT BEHIND BARS!
THEN LET'S NOT WASTE TIME WITH CLEVER WORDS!
LOCKING ONTO HIS FOE'S VOICE, CAP RUSHES FORWARD...
YOUR AGILITY'S OVER-RATED!
WOMP!
MISSED HIM!
STILL LED BY SOUND, CAP TURNS SWIFTLY AND LASHES OUT...
KEEP TALKING! THE SHOW WILL GET BETTER!
I'M NOT IMPRESSED!

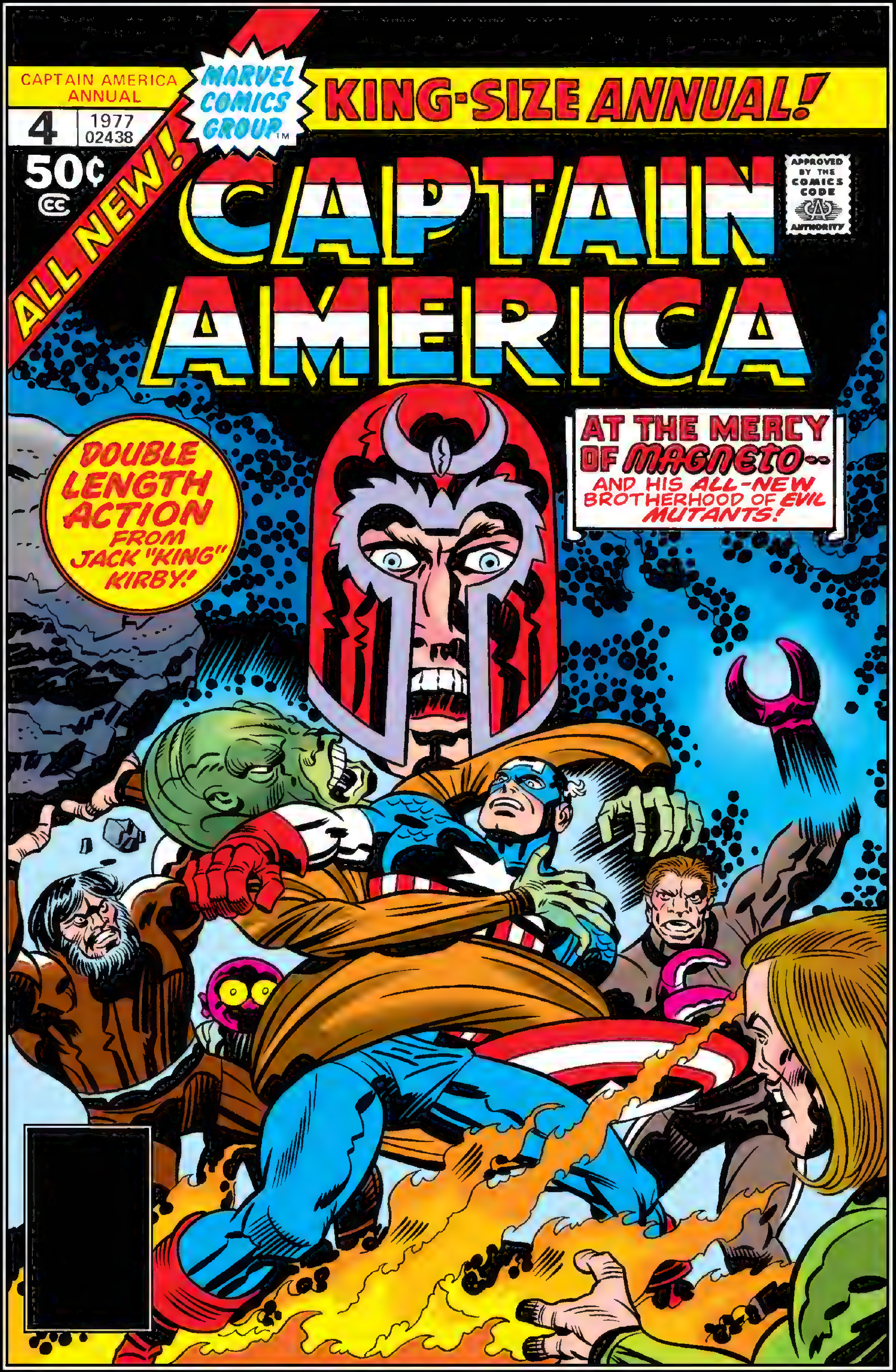

PERHAPS THE POOR LIGHTING IN THIS ROOM IS AFFECTING YOUR PERFORMANCE! YES... YOU DO NEED MORE LIGHT -- AND POSSIBLY SOME HEAT AS WELL!
HE KNOWS?!!
I'M IN TROUBLE!
EVERY SOUND IS A MATTER OF LIFE AND DEATH, NOW! I MUST BE READY FOR ANYTHING!
YOU'VE ALLOWED ME TO ACQUIRE A WEAPON! I ADMIRE SUCH CONFIDENCE!
IT MAY RECEDE A LITTLE, ONCE I FORCE SOME MORE FUEL INTO THIS NOZZLE!
MY GOD! HE'S GOT A FLAME-THROWER!
ARE YOU FEELING--WARMER?
MEANTIME, IN THE STEEL CHAMBER THAT ADJOINS THE SCENE OF BATTLE...
I DON'T KNOW HOW THE DODGERS ARE DOING TODAY-- BUT I'M BATTING A BIG, FAT ZILCH!
GOT TO GET BACK INTO ACTION!
FULLY RECOVERED, THE FALCON LEAPS TO THE WINDOW OF HIS TINY PRISON... AND RECOILS IN HORROR...
THAT'S CAP OUT THERE! HE'S ABOUT TO BE BARBEQUED!
LADY LUCK IS SMILING! SHIELD HAS STORED A BONANZA OF BREAKOUT TYPE TOOLS IN THIS STORAGE BIN!
A LITTLE MUSCLE SHOULD TAKE CARE OF THIS WINDOW!


KLONK!
BLAST SHIELD AND IT'S "LATEST IN UNBREAKABLE GLASS"!
THIS PRYING TOOL MIGHT WORK!
IT MUST WORK! I'D RISK ANYTHING TO STOP THAT FISH FRY -- EVEN A TERMINAL HERNIA!
KRIK!!
UGHHH-H-H! GIVE, DARNIT! GIIIIIVVVE!!
K-KRIIKK!!!
SLOWLY...ALMOST MIRACULOUSLY... THE HERCULEAN EFFORT IS REWARDED BY THE YIELDING OF CRUMPLED STEEL...
KARAK!
BUT, IN ANOTHER SECTION OF THE COMPLEX, PROGRESS IS DEVELOPING JUST AS FAST...
I'VE GOT IT ON THE MONITOR! THAT'S IT, ALL RIGHT!
INCREASE MAGNITUDE!
LET'S HAVE A CLOSER LOOK AT IT!


THAT'S NOT AN ORDINARY HANG-GLIDER! IT'S BRISTLING WITH INSTRUMENTATION, AND HAS THE ABILITY TO ORBIT THIS INSTALLATION LIKE A SATELLITE!
IT ALSO BROUGHT THE NIGHT FLYER THROUGH OUR DEFENSES... AND MAY LIKELY GET HIM OUT!
DO YOU THINK IT MIGHT SUPPLY HIM WITH POWER AS WELL? COULD THAT THING BE THE SOURCE OF HIS FORMIDABLE ATTACK CAPABILITY?
THERE'S ONLY ONE WAY TO FIND OUT-- SHOOT IT DOWN!
MISSILE BATTERY FIVE! TRACK TARGET! PREPARE TO DESTRUCT!!
LOCK ON TARGET... FIRE THREE!!
WOOOMM!!
AT THAT MOMENT...
STAND CLEAR, CAP-- WHILE I ROAST THE NIGHT FLYER ON HIS OWN BURNER! I'LL --!
HEY! THE CREEP SUDDENLY HIT THE DECK LIKE A COLLAPSED CHAIR!
COME HERE, CAP. TAKE A WHIFF OF THIS...
NO THANKS. I'M JUST COUNTING MY LUCKY STARS!!


WHAT YOU DETECT IS OVERLOAD, FALCON! OUR QUARRY GOT A SIZABLE PORTION OF WHAT HE WAS DISHING OUT!
SECURE THIS ROOM, MEN!
SORRY WE GOT HERE SO LATE! HE'D JAMMED THE SECTION DOORS!
THE NIGHT FLYER!! SCARRED--CHARRED--AND THOROUGHLY A DEAD ISSUE!
WHAT COULD'VE CAUSED THAT?! HIS FACE LOOKS LIKE THE SURFACE OF THE MOON!
WE CAN ONLY GUESS AT THE ANSWER! HE WAS SOMEHOW LINKED TO HIS GLIDER!
WHEN OUR MISSILES STRUCK THE THING, AN ENORMOUS POWER SURGE WAS CREATED AND TRANSMITTED DIRECTLY TO THIS MAN!
WHAT YOU SEE IS THE NASTY RESULT OF THAT TERRIBLE FORCE!
I'M GLAD THAT I WASN'T SHAKING HIS HAND WHEN IT STRUCK! I'D HAVE BLOWN EVERY CIRCUIT IN THIS COMPLEX!
IT'S STRANGE... BUT DEATH HAS GIVEN HIM A MENACING IMAGE HE PROBABLY NEVER HAD WHEN HE WAS ALIVE!
I HATED HIM THE FIRST TIME WE TANGLED! BESIDES, HOW DO YOU KNOW WHAT HE LOOKS LIKE?
I'VE GOT EYES!
HEY! I CAN SEE!


WHAT DID YOU SAY? Y-YOU CAN SEE!?
YOU CAN SEE!!
B-BUT HOW--? WHAT HAPPENED?
PERHAPS THE NIGHT FLYER DESERVES THE CREDIT! WHEN HE FIRED THAT EARLY SHOT CLOSE TO MY EYES, HE MUST HAVE...AH... JOGGED THE PROPER NERVE INTO ACTION!
AT ANY RATE... IT WASN'T UNTIL A FEW MINUTES AGO THAT MY SIGHT BEGAN TO RETURN!
HUNH! IT SHOWS THAT THE MEANEST CAT IS CAPABLE OF ONE GOOD DEED!
TAKE HIM TO AUTOPSY!
WHO'S THIS TROOPER? WE FOUND HIM LIKE THIS WHEN WE BROKE IN HERE!
DON'T TURN TO ME FOR ANSWERS!
I'VE GOT THEM! HE WAS THE NIGHT FLYER'S CONTACT! HIS JOB WAS TO DIVULGE THE WHEREABOUTS OF THE DEFECTOR!
A COURT-MARTIAL WILL GET THE REST OF THE SORDID FACTS!
LET'S GO-- BENEDICT!
AND DON'T FORGET TO GIVE MY REGARDS TO ARNOLD!!
THAT'S A BAD JOKE, SON!
IT'S BEEN A BAD NIGHT, CAP! BUT THE DEFECTOR IS INTACT-- WHOEVER AND WHEREVER HE IS... ONLY SHIELD'S GOT THE ANSWERS!
MY GUESS IS THAT HE WAS NEVER IN THIS COMPLEX! I THINK IT WAS A COVER STORY TO OBSCURE HIS REAL LOCATION!
WE'VE BEEN VICTIMS OF ANOTHER DEVIOUS DESIGN IN THE FAR-FLUNG WEB ADMINISTERED AND CAREFULLY GUARDED BY THAT ONE-EYED, STUBBLE-PLASTERED, CIGAR-SMOKING NICK FURY!
MAY HIS COMBAT MEDALS TURN GREEN!
TELL YA WHAT-- LET'S THROW A PARTY! WE'LL CALL SHARON N' LILA AND CELEBRATE YOUR SEEING AGAIN!
NEXT: A NEW DIRECTION!


CAPTAIN AMERICA ANNUAL
4
1977
02438
50¢
CC
MARVEL COMICS GROUP ™
KING-SIZE ANNUAL!
ALL NEW!
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE CA AUTHORITY
AT THE MERCY OF MAGNETO-- AND HIS ALL-NEW BROTHERHOOD OF EVIL MUTANTS!
DOUBLE LENGTH ACTION FROM JACK "KING" KIRBY!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's,* a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

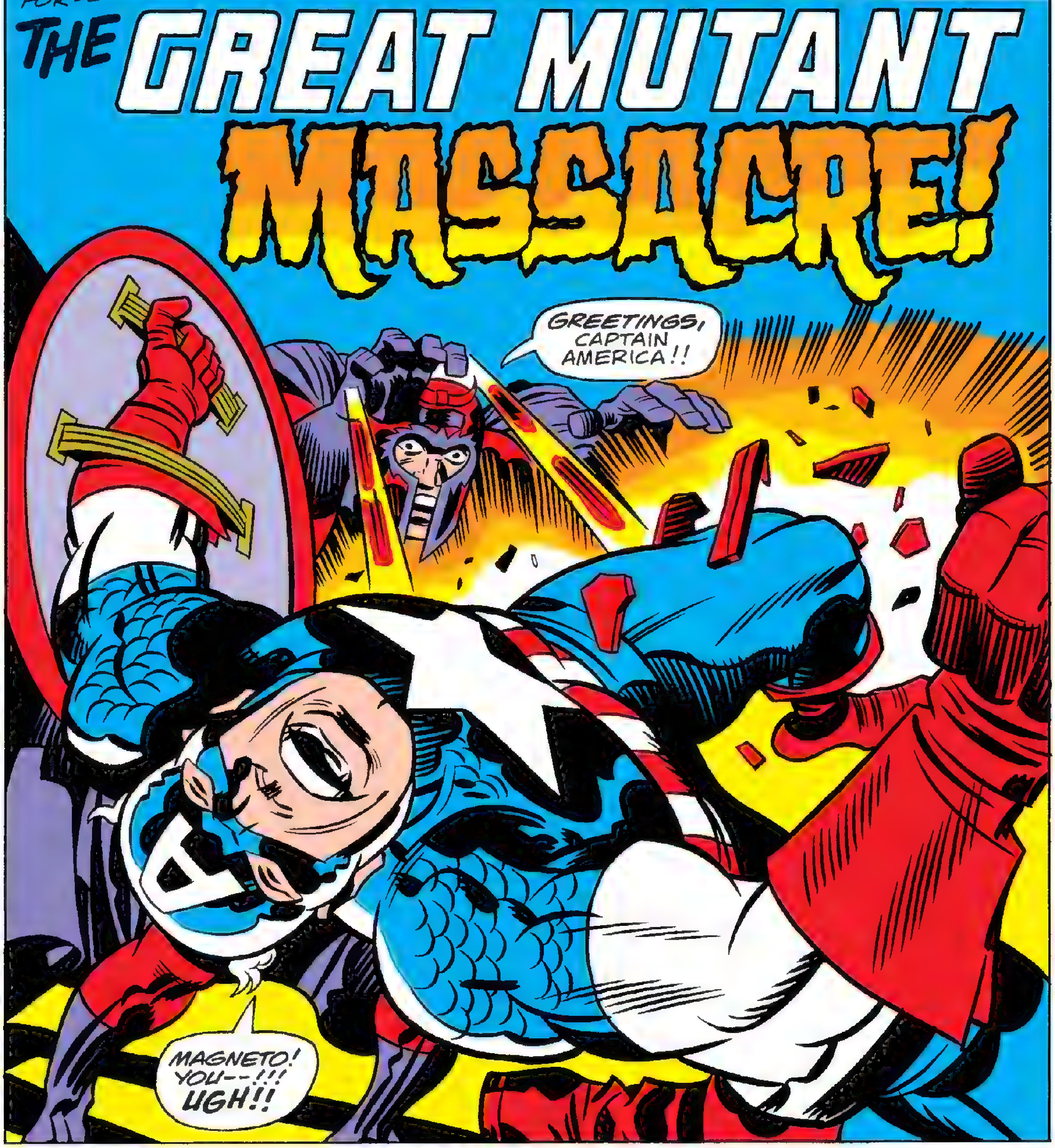
Stan Lee PRESENTS:

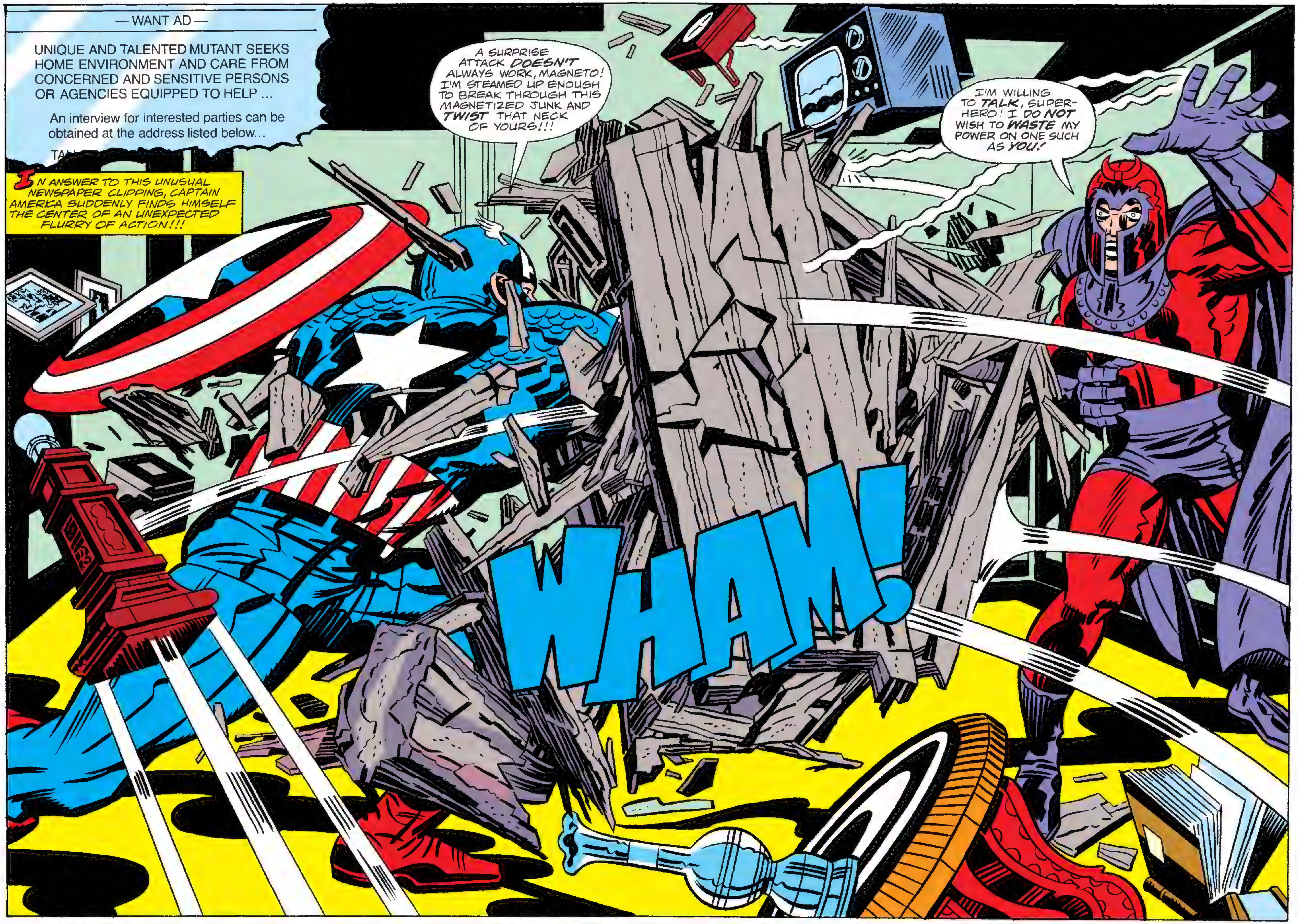
CAPTAIN AMERICA!™

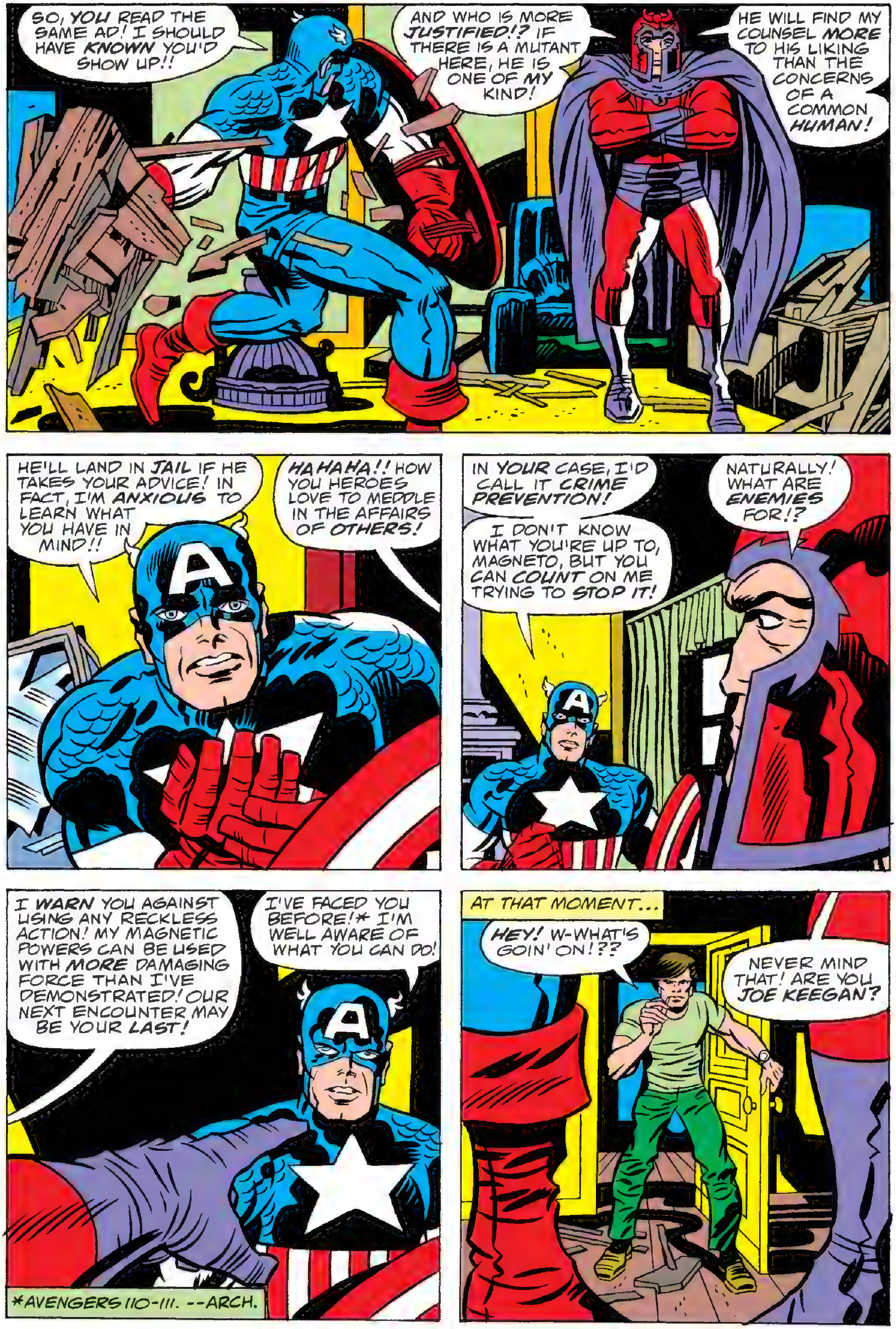
WRITTEN, DRAWN & EDITED BY: **JACK KIRBY** | INKED BY: **VERPOORTEN & TARTAGLIONE** | LETTERED BY: **NOVAK** COLORED BY: **ROUSSOS** | APPRECIATED BY: **ARCH GOODWIN**

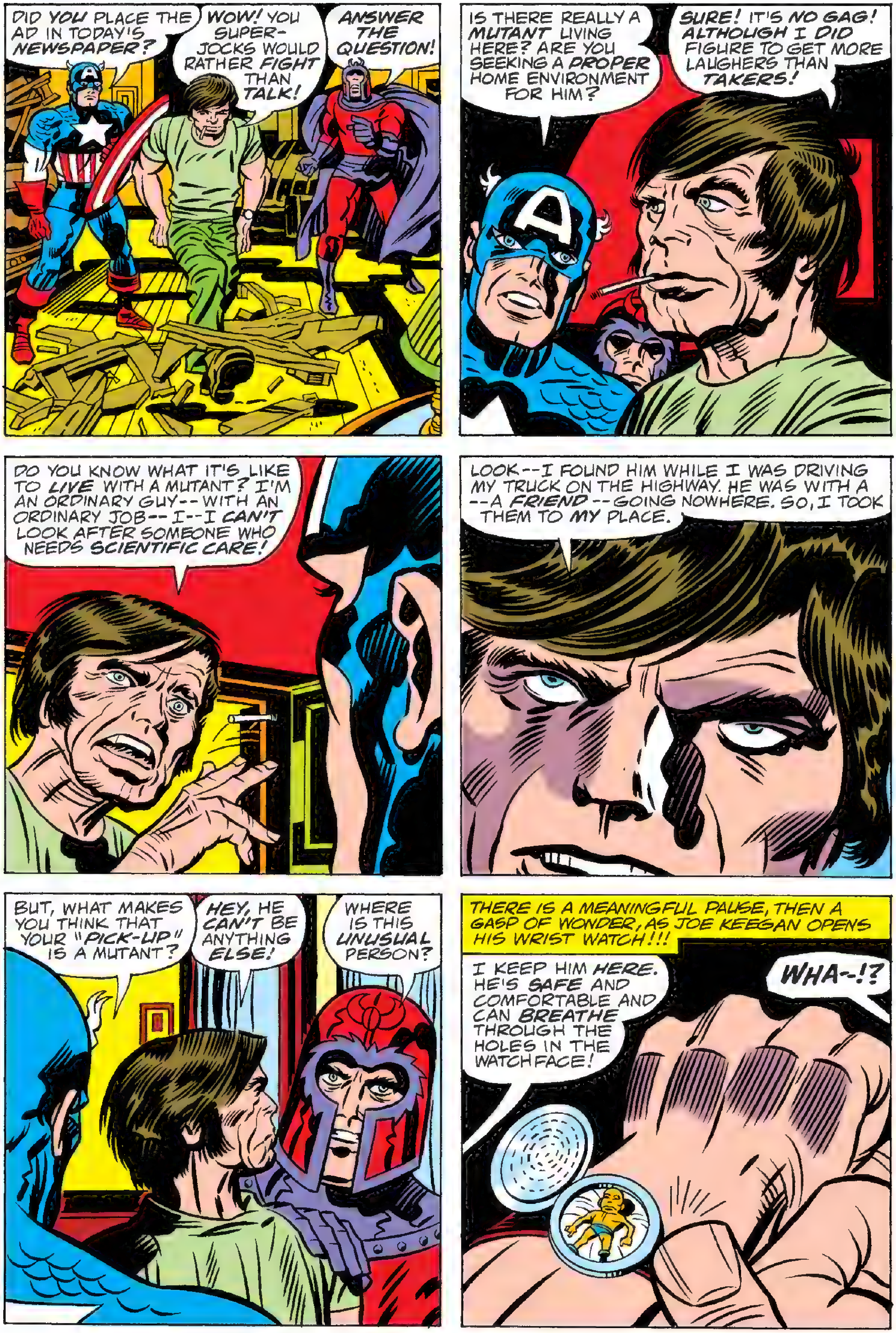
POWER FOR **GOOD** OR **EVIL** AFFECTS THE DESTINY OF ALL HUMANITY! IT IS THE **BATTLE** FOR THIS POWER THAT PLUNGES OUR MOST FAMOUS SUPER-HERO INTO A **BIZARRE** AND **DEADLY** SITUATION WHICH CANNOT BE SURPASSED FOR SHEER TENSION, TERROR AND TRANS-HUMAN TURMOIL!! ABOVE ALL, THIS IS A TALE OF MUTANTS! THEN, ADD THE GREED OF THE VILLAINOUS **MAGNETO**-- AND, YOU'VE GOT THE INGREDIENTS FOR--

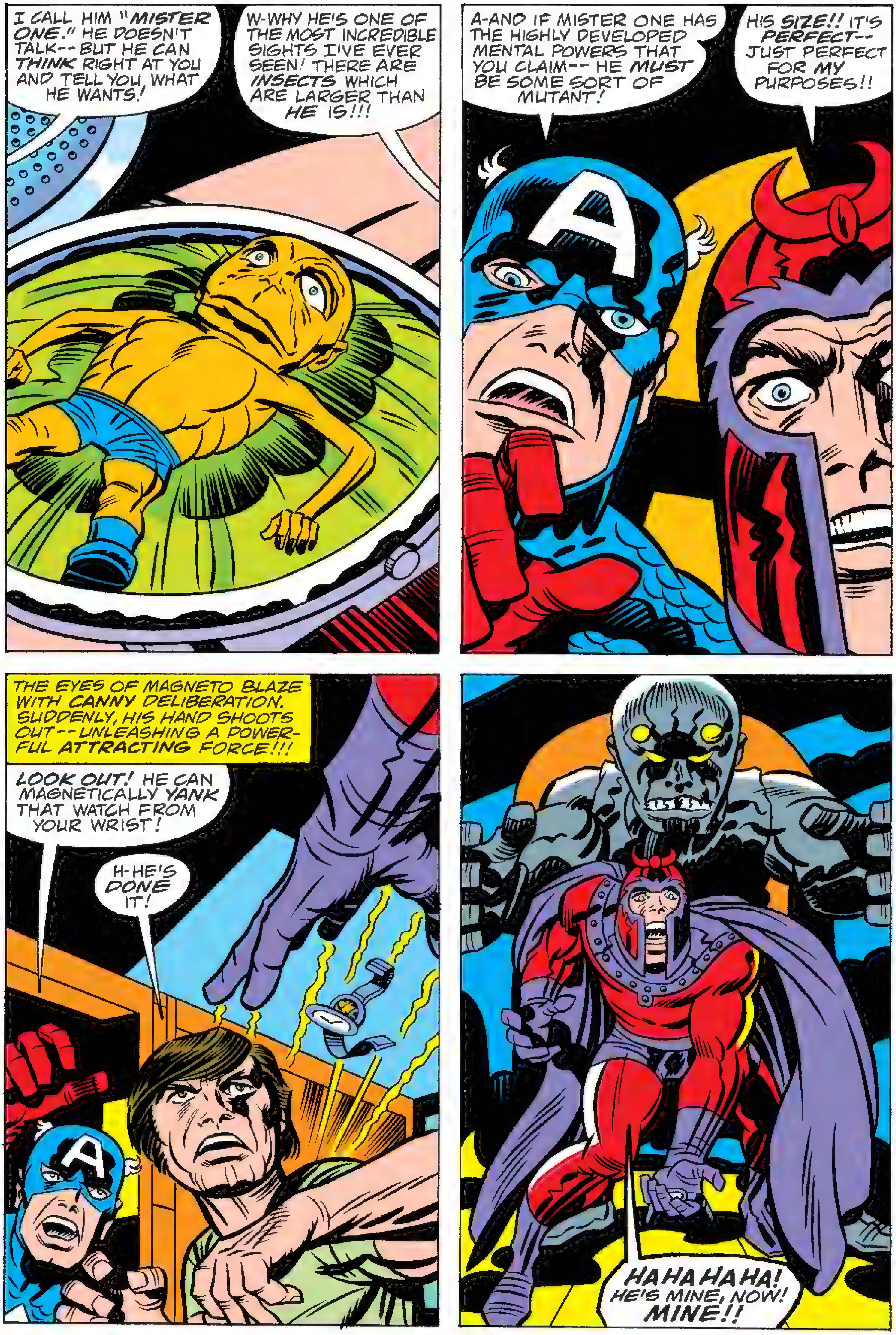
THE GREAT MUTANT MASSACRE!

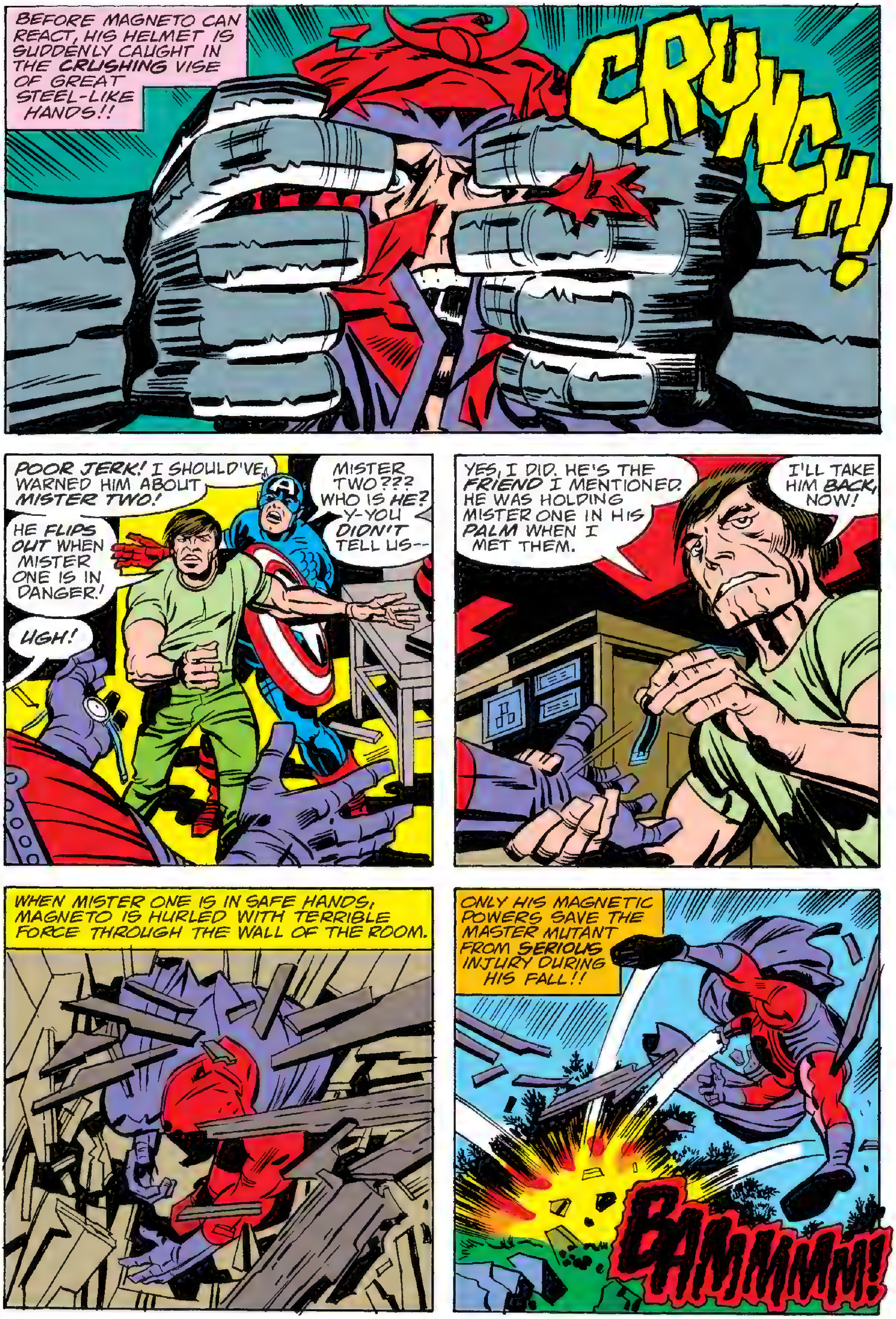

GREETINGS, CAPTAIN AMERICA!!
MAGNETO! YOU--!!! UGH!!

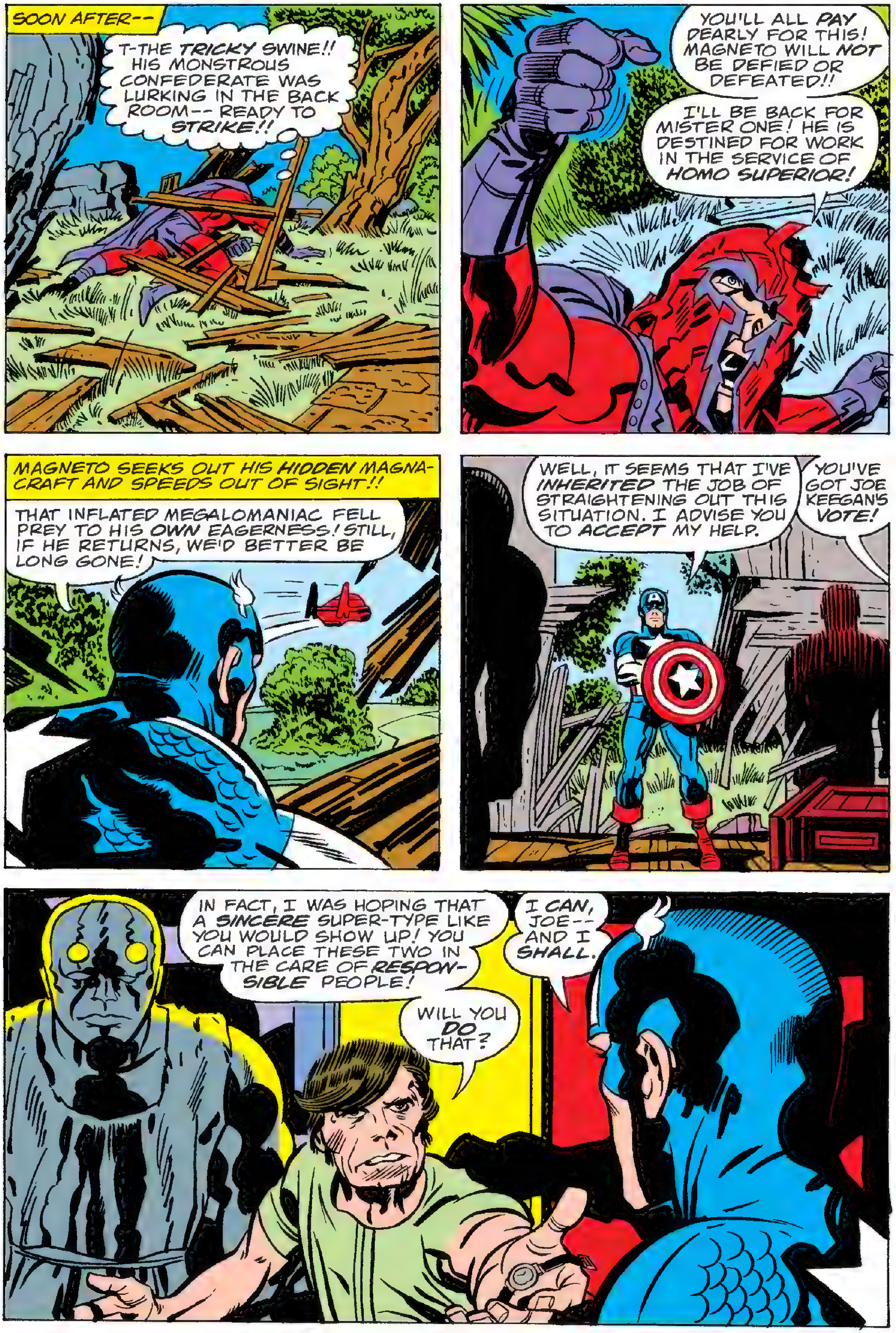

— WANT AD —
UNIQUE AND TALENTED MUTANT SEEKS HOME ENVIRONMENT AND CARE FROM CONCERNED AND SENSITIVE PERSONS OR AGENCIES EQUIPPED TO HELP ...
An interview for interested parties can be obtained at the address listed below...
IN ANSWER TO THIS UNUSUAL NEWSPAPER CLIPPING, CAPTAIN AMERICA SUDDENLY FINDS HIMSELF THE CENTER OF AN UNEXPECTED FLURRY OF ACTION!!!
A SURPRISE ATTACK DOESN'T ALWAYS WORK, MAGNETO! I'M STEAMED UP ENOUGH TO BREAK THROUGH THIS MAGNETIZED JUNK AND TWIST THAT NECK OF YOURS!!!
I'M WILLING TO TALK, SUPER-HERO! I DO NOT WISH TO WASTE MY POWER ON ONE SUCH AS YOU!
WHAM!

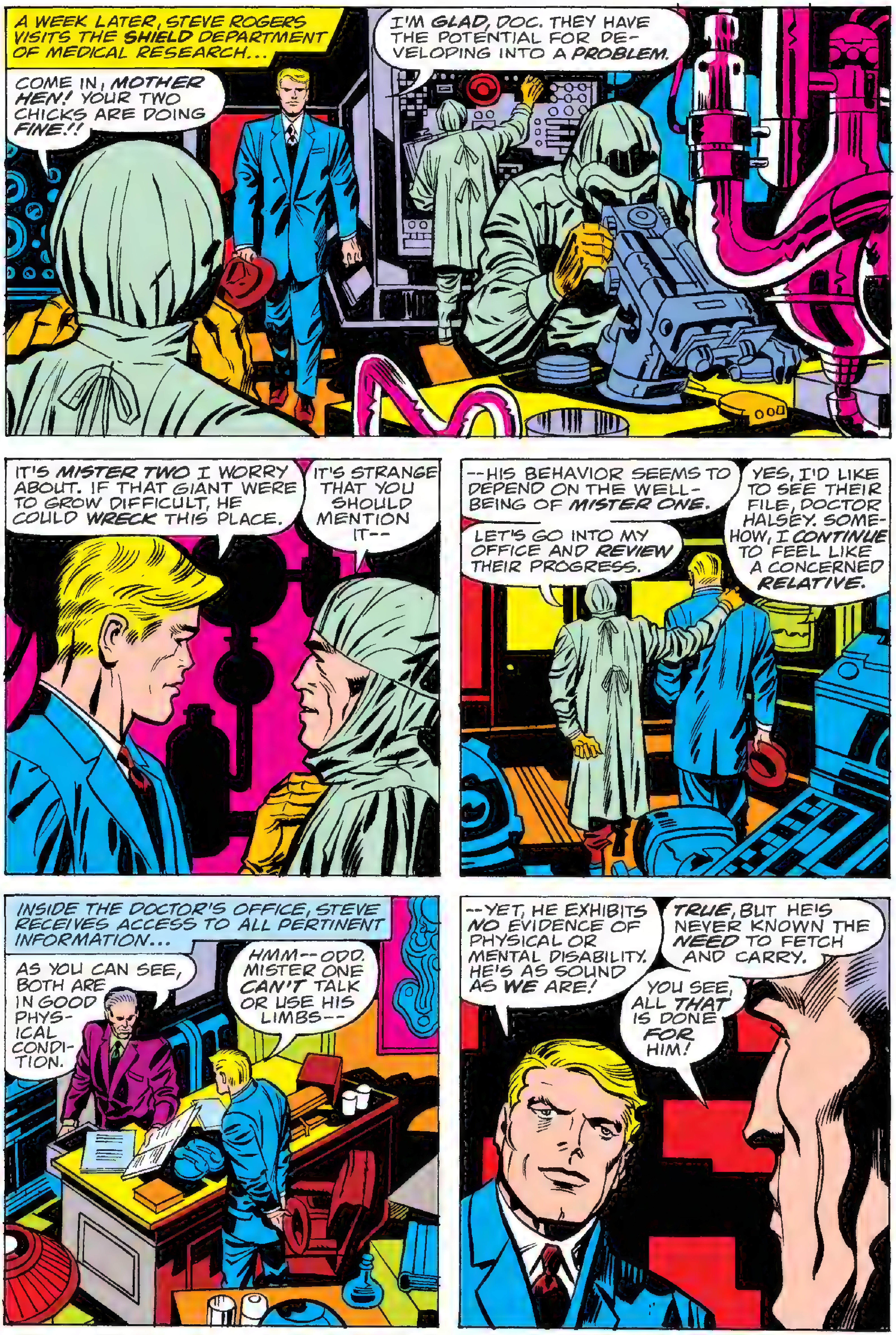

SO, YOU READ THE SAME AD! I SHOULD HAVE KNOWN YOU'D SHOW UP!!
AND WHO IS MORE JUSTIFIED!? IF THERE IS A MUTANT HERE, HE IS ONE OF MY KIND!
HE WILL FIND MY COUNSEL MORE TO HIS LIKING THAN THE CONCERNS OF A COMMON HUMAN!
HE'LL LAND IN JAIL IF HE TAKES YOUR ADVICE! IN FACT, I'M ANXIOUS TO LEARN WHAT YOU HAVE IN MIND!!
HAHAHA!! HOW YOU HEROES LOVE TO MEDDLE IN THE AFFAIRS OF OTHERS!
IN YOUR CASE, I'D CALL IT CRIME PREVENTION!
I DON'T KNOW WHAT YOU'RE UP TO, MAGNETO, BUT YOU CAN COUNT ON ME TRYING TO STOP IT!
NATURALLY! WHAT ARE ENEMIES FOR!?
I WARN YOU AGAINST USING ANY RECKLESS ACTION! MY MAGNETIC POWERS CAN BE USED WITH MORE DAMAGING FORCE THAN I'VE DEMONSTRATED! OUR NEXT ENCOUNTER MAY BE YOUR LAST!
I'VE FACED YOU BEFORE!* I'M WELL AWARE OF WHAT YOU CAN DO!
*AVENGERS 110-111. --ARCH.
AT THAT MOMENT...
HEY! W-WHAT'S GOIN' ON!??
NEVER MIND THAT! ARE YOU JOE KEEGAN?

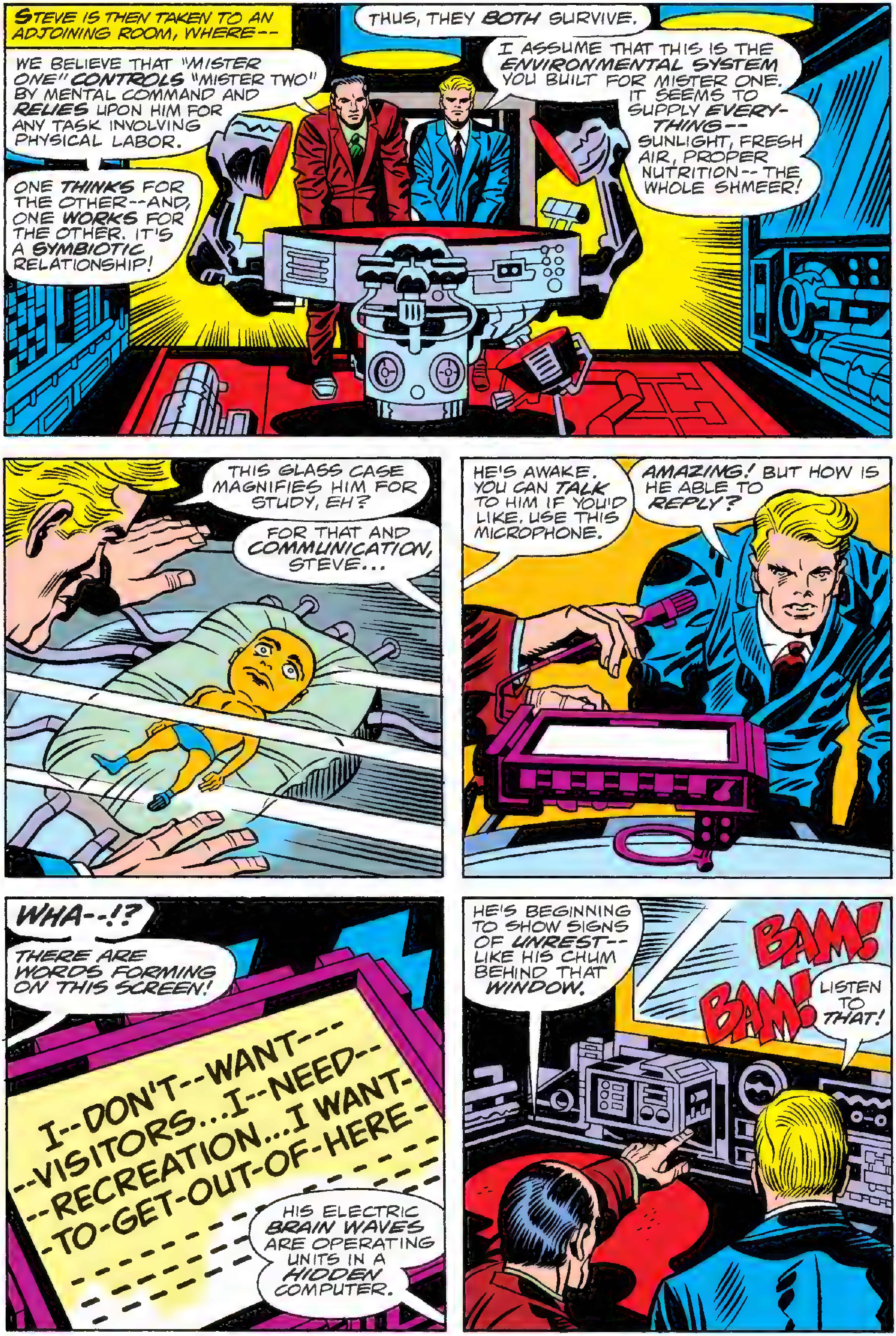

DID YOU PLACE THE AD IN TODAY'S NEWSPAPER?
WOW! YOU SUPER-JOCKS WOULD RATHER FIGHT THAN TALK!
ANSWER THE QUESTION!
IS THERE REALLY A MUTANT LIVING HERE? ARE YOU SEEKING A PROPER HOME ENVIRONMENT FOR HIM?
SURE! IT'S NO GAG! ALTHOUGH I DID FIGURE TO GET MORE LAUGHERS THAN TAKERS!
DO YOU KNOW WHAT IT'S LIKE TO LIVE WITH A MUTANT? I'M AN ORDINARY GUY--WITH AN ORDINARY JOB--I--I CAN'T LOOK AFTER SOMEONE WHO NEEDS SCIENTIFIC CARE!
LOOK--I FOUND HIM WHILE I WAS DRIVING MY TRUCK ON THE HIGHWAY. HE WAS WITH A --A FRIEND--GOING NOWHERE. SO, I TOOK THEM TO MY PLACE.
BUT, WHAT MAKES YOU THINK THAT YOUR "PICK-UP" IS A MUTANT?
HEY, HE CAN'T BE ANYTHING ELSE!
WHERE IS THIS UNUSUAL PERSON?
THERE IS A MEANINGFUL PAUSE, THEN A GASP OF WONDER, AS JOE KEEGAN OPENS HIS WRIST WATCH!!!
I KEEP HIM HERE. HE'S SAFE AND COMFORTABLE AND CAN BREATHE THROUGH THE HOLES IN THE WATCH FACE!
WHA-!?

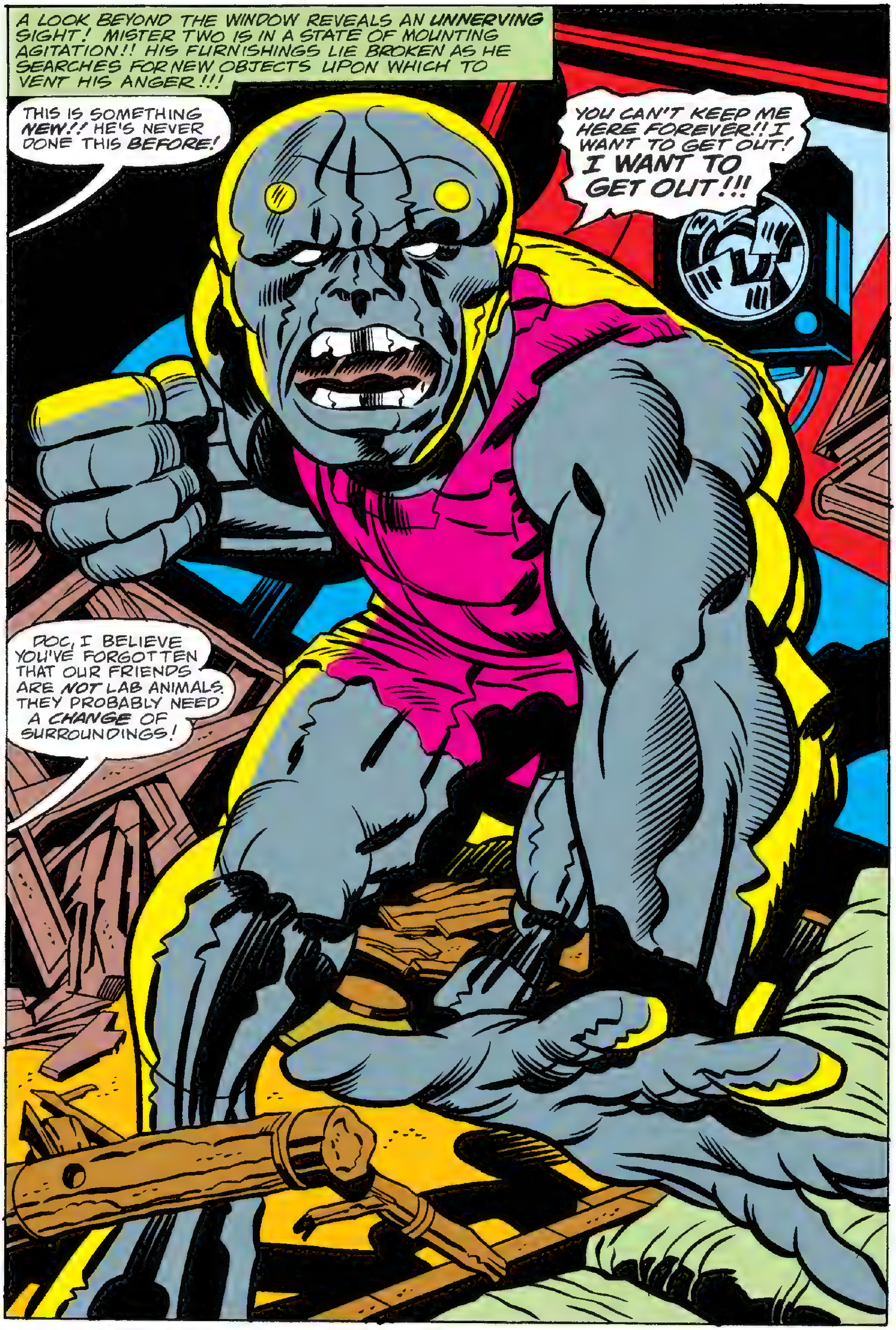

I CALL HIM "MISTER ONE." HE DOESN'T TALK--BUT HE CAN THINK RIGHT AT YOU AND TELL YOU WHAT HE WANTS!
W-WHY HE'S ONE OF THE MOST INCREDIBLE SIGHTS I'VE EVER SEEN! THERE ARE INSECTS WHICH ARE LARGER THAN HE IS!!!
A-AND IF MISTER ONE HAS THE HIGHLY DEVELOPED MENTAL POWERS THAT YOU CLAIM-- HE MUST BE SOME SORT OF MUTANT!
HIS SIZE!! IT'S PERFECT-- JUST PERFECT FOR MY PURPOSES!!
THE EYES OF MAGNETO BLAZE WITH CANNY DELIBERATION. SUDDENLY, HIS HAND SHOOTS OUT--UNLEASHING A POWERFUL ATTRACTING FORCE!!!
LOOK OUT! HE CAN MAGNETICALLY YANK THAT WATCH FROM YOUR WRIST!
H-HE'S DONE IT!
HAHAHAHAHA! HE'S MINE, NOW! MINE!!

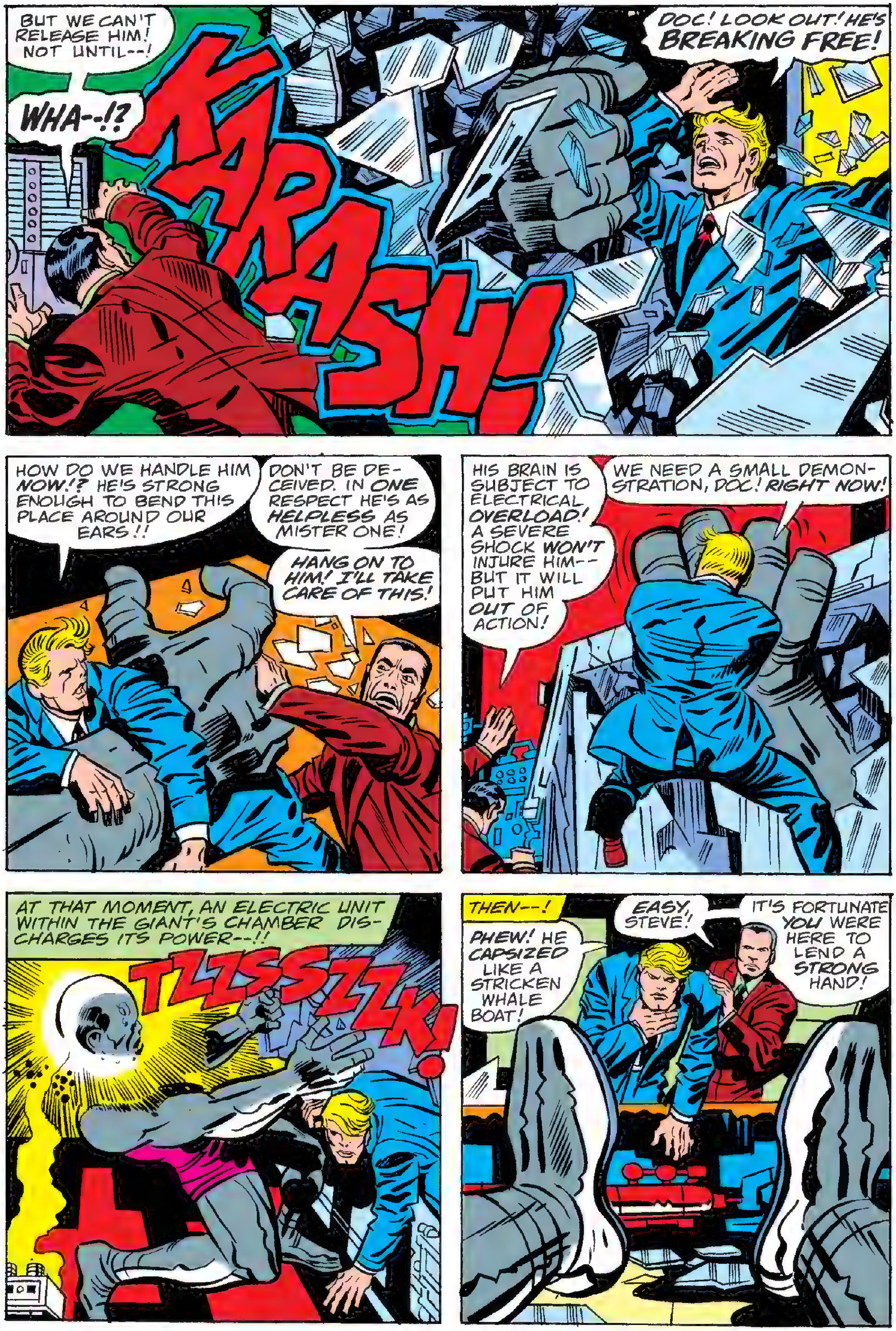

BEFORE MAGNETO CAN REACT, HIS HELMET IS SUDDENLY CAUGHT IN THE **CRUSHING** VISE OF GREAT STEEL-LIKE HANDS!!
CRUNCH!
POOR JERK! I SHOULD'VE WARNED HIM ABOUT *MISTER TWO!*
MISTER TWO??? WHO IS *HE?* Y-YOU *DIDN'T* TELL US--
HE *FLIPS OUT* WHEN MISTER ONE IS IN DANGER!
UGH!
YES, I DID. HE'S THE *FRIEND* I MENTIONED. HE WAS HOLDING MISTER ONE IN HIS *PALM* WHEN I MET THEM.
I'LL TAKE HIM *BACK,* NOW!
WHEN MISTER ONE IS IN SAFE HANDS, MAGNETO IS HURLED WITH TERRIBLE FORCE THROUGH THE WALL OF THE ROOM.
ONLY HIS MAGNETIC POWERS SAVE THE MASTER MUTANT FROM *SERIOUS* INJURY DURING HIS FALL!!
BAMMMM!

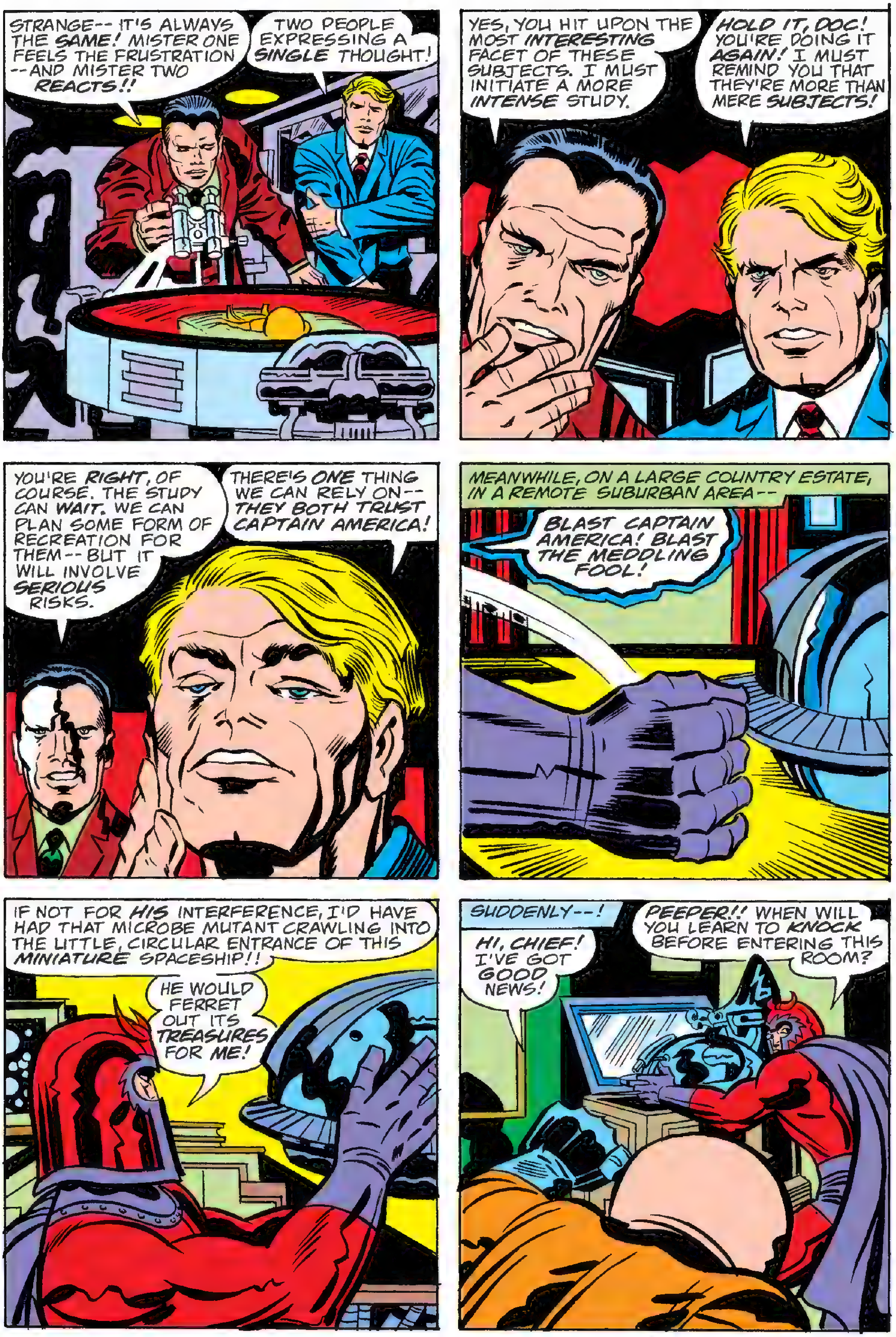

SOON AFTER--
T-THE TRICKY SWINE!! HIS MONSTROUS CONFEDERATE WAS LURKING IN THE BACK ROOM-- READY TO STRIKE!!
YOU'LL ALL PAY DEARLY FOR THIS! MAGNETO WILL NOT BE DEFIED OR DEFEATED!!
I'LL BE BACK FOR MISTER ONE! HE IS DESTINED FOR WORK IN THE SERVICE OF HOMO SUPERIOR!
MAGNETO SEEKS OUT HIS HIDDEN MAGNA-CRAFT AND SPEEDS OUT OF SIGHT!!
THAT INFLATED MEGALOMANIAC FELL PREY TO HIS OWN EAGERNESS! STILL, IF HE RETURNS, WE'D BETTER BE LONG GONE!
WELL, IT SEEMS THAT I'VE INHERITED THE JOB OF STRAIGHTENING OUT THIS SITUATION. I ADVISE YOU TO ACCEPT MY HELP.
YOU'VE GOT JOE KEEGAN'S VOTE!
IN FACT, I WAS HOPING THAT A SINCERE SUPER-TYPE LIKE YOU WOULD SHOW UP! YOU CAN PLACE THESE TWO IN THE CARE OF RESPONSIBLE PEOPLE!
WILL YOU DO THAT?
I CAN, JOE-- AND I SHALL.

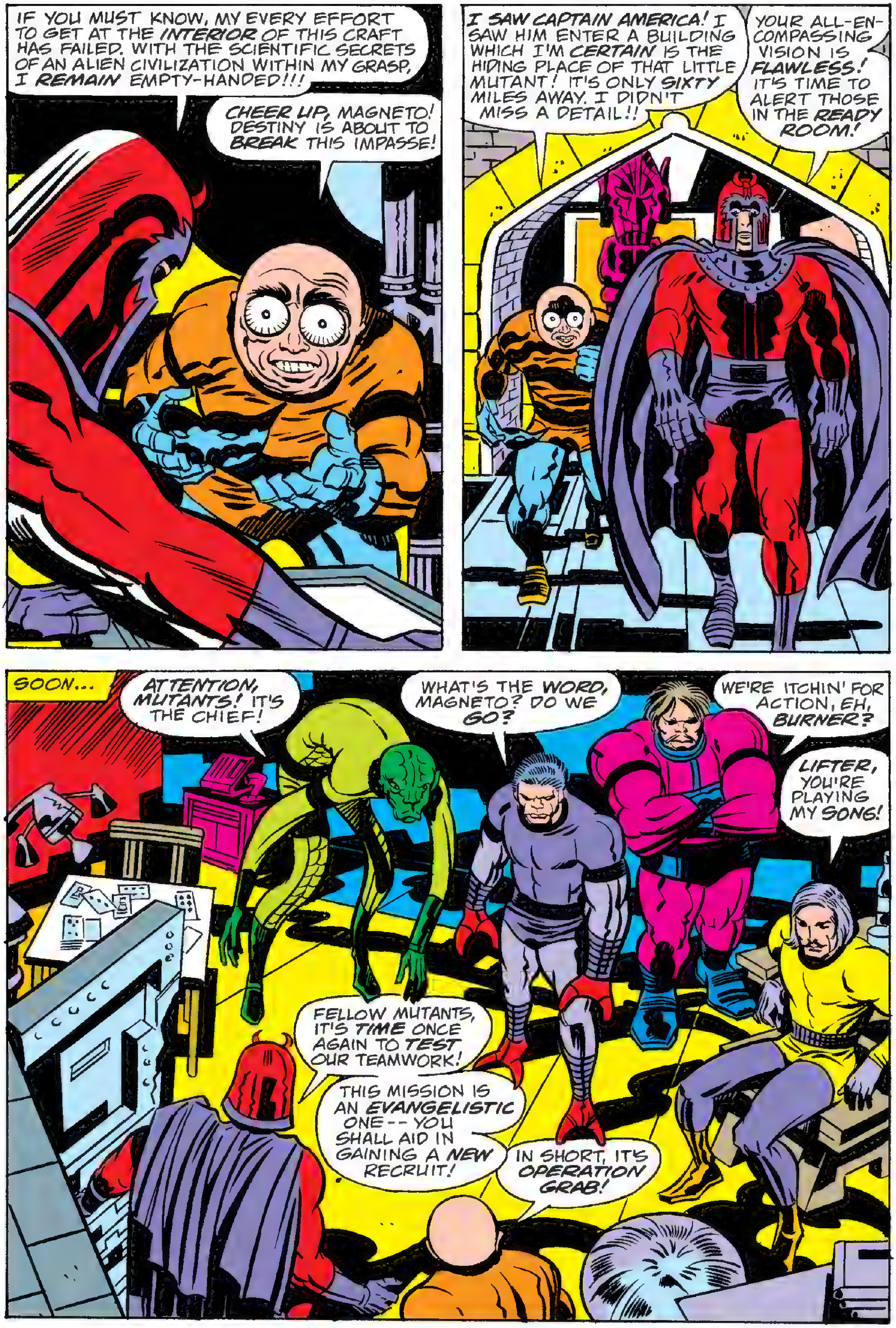

A WEEK LATER, STEVE ROGERS VISITS THE **SHIELD** DEPARTMENT OF MEDICAL RESEARCH...
COME IN, **MOTHER HEN!** YOUR TWO CHICKS ARE DOING **FINE!!**
I'M **GLAD**, DOC. THEY HAVE THE POTENTIAL FOR DEVELOPING INTO A **PROBLEM.**
IT'S **MISTER TWO** I WORRY ABOUT. IF THAT GIANT WERE TO GROW DIFFICULT, HE COULD **WRECK** THIS PLACE.
IT'S STRANGE THAT YOU SHOULD MENTION IT--
--HIS BEHAVIOR SEEMS TO DEPEND ON THE WELL-BEING OF **MISTER ONE.**
LET'S GO INTO MY OFFICE AND **REVIEW** THEIR PROGRESS.
YES, I'D LIKE TO SEE THEIR FILE, DOCTOR HALSEY. SOMEHOW, I **CONTINUE** TO FEEL LIKE A CONCERNED **RELATIVE.**
INSIDE THE DOCTOR'S OFFICE, STEVE RECEIVES ACCESS TO ALL PERTINENT INFORMATION...
AS YOU CAN SEE, BOTH ARE IN GOOD PHYSICAL CONDITION.
HMM--ODD. MISTER ONE **CAN'T** TALK OR USE HIS LIMBS--
--YET, HE EXHIBITS **NO** EVIDENCE OF PHYSICAL OR MENTAL DISABILITY. HE'S AS SOUND AS **WE** ARE!
TRUE, BUT HE'S NEVER KNOWN THE **NEED** TO FETCH AND CARRY.
YOU SEE, ALL **THAT** IS DONE **FOR** HIM!

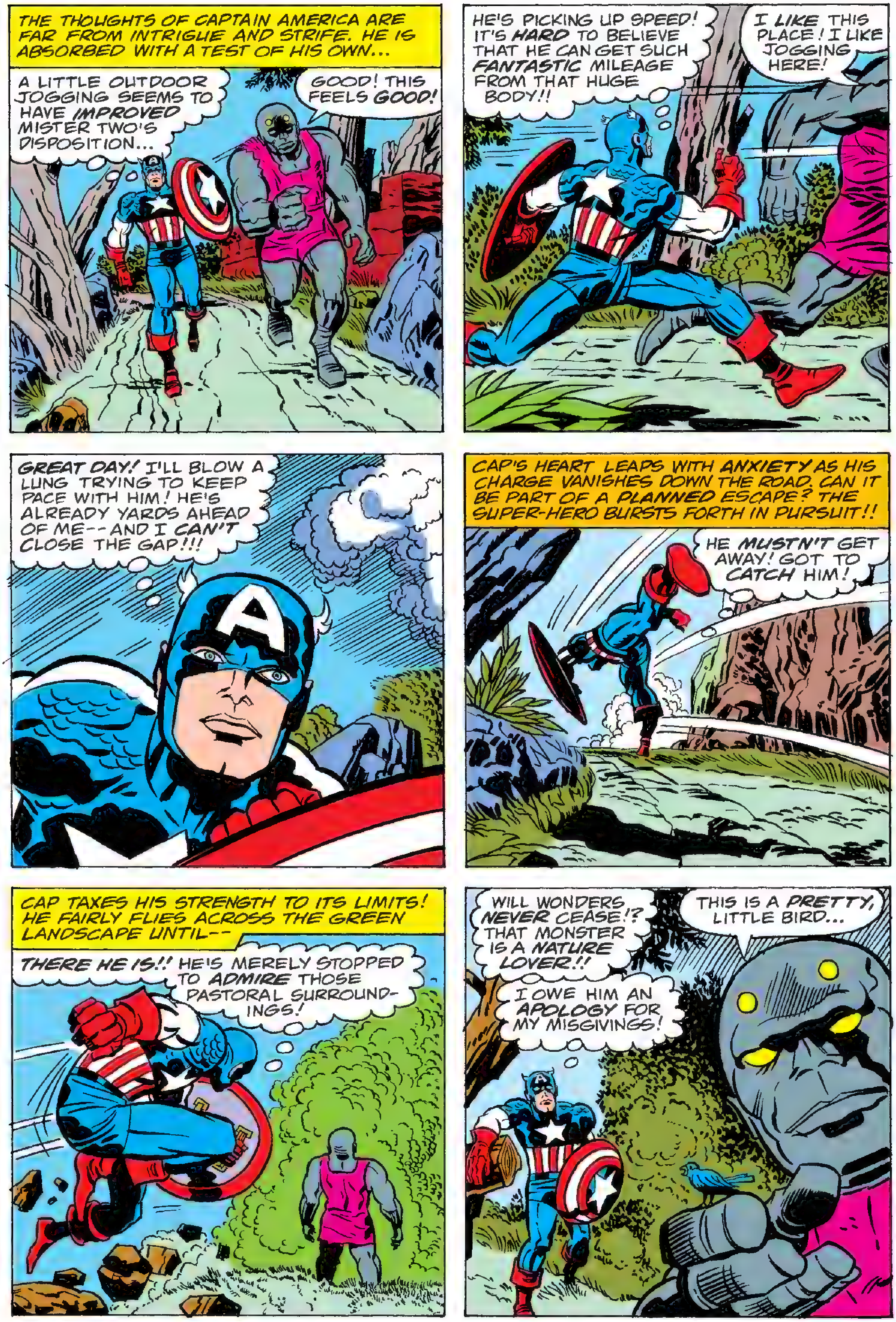

STEVE IS THEN TAKEN TO AN ADJOINING ROOM, WHERE--
THUS, THEY BOTH SURVIVE.
WE BELIEVE THAT "MISTER ONE" CONTROLS "MISTER TWO" BY MENTAL COMMAND AND RELIES UPON HIM FOR ANY TASK INVOLVING PHYSICAL LABOR.
ONE THINKS FOR THE OTHER--AND, ONE WORKS FOR THE OTHER. IT'S A SYMBIOTIC RELATIONSHIP!
I ASSUME THAT THIS IS THE ENVIRONMENTAL SYSTEM YOU BUILT FOR MISTER ONE. IT SEEMS TO SUPPLY EVERYTHING-- SUNLIGHT, FRESH AIR, PROPER NUTRITION--THE WHOLE SHMEER!
THIS GLASS CASE MAGNIFIES HIM FOR STUDY, EH?
FOR THAT AND COMMUNICATION, STEVE...
HE'S AWAKE. YOU CAN TALK TO HIM IF YOU'D LIKE. USE THIS MICROPHONE.
AMAZING! BUT HOW IS HE ABLE TO REPLY?
WHA--!?
THERE ARE WORDS FORMING ON THIS SCREEN!
I--DON'T--WANT-- --VISITORS...I--NEED-- --RECREATION...I WANT- -TO-GET-OUT-OF-HERE-
HIS ELECTRIC BRAIN WAVES ARE OPERATING UNITS IN A HIDDEN COMPUTER.
HE'S BEGINNING TO SHOW SIGNS OF UNREST-- LIKE HIS CHUM BEHIND THAT WINDOW.
BAM! BAM!
LISTEN TO THAT!

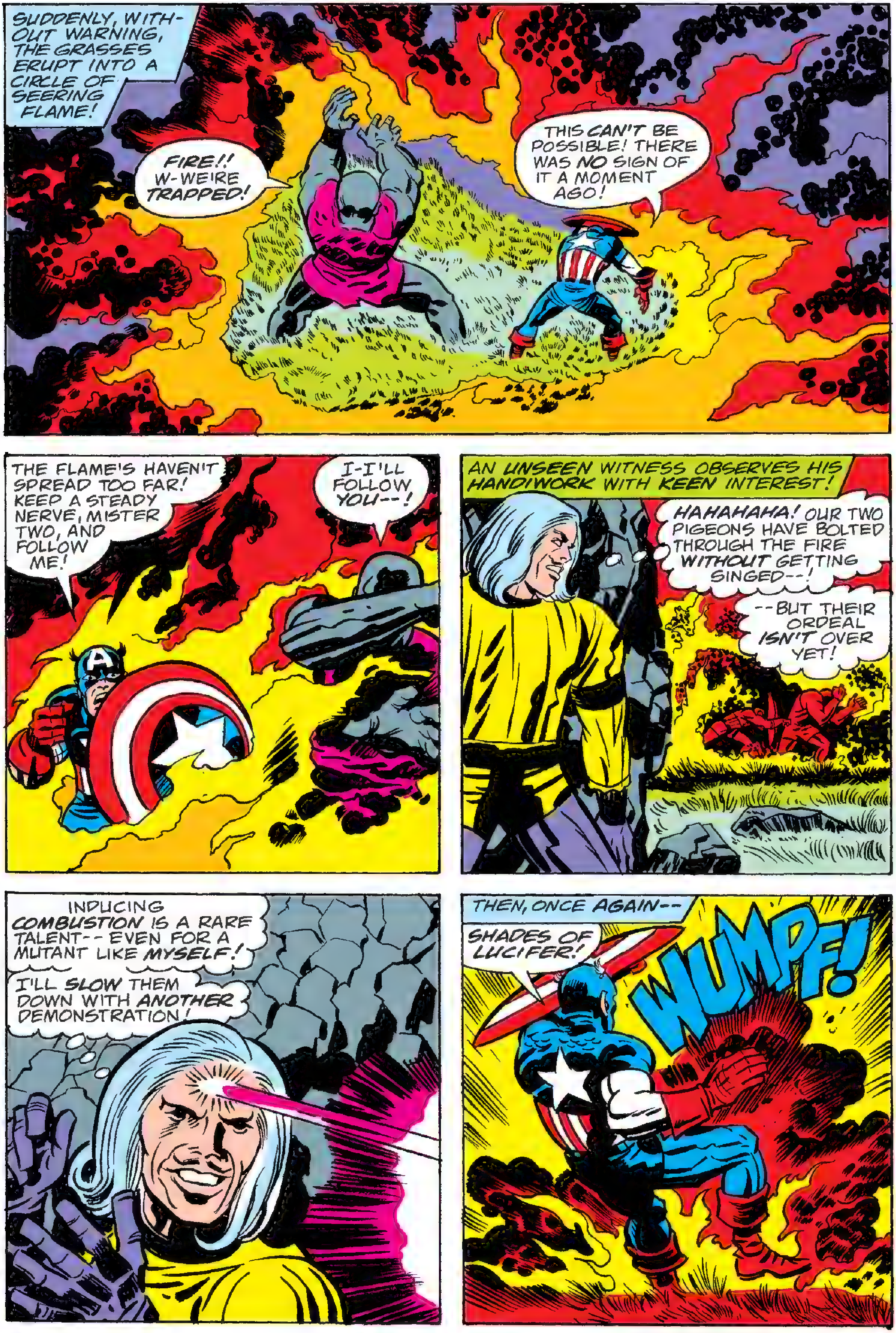

A LOOK BEYOND THE WINDOW REVEALS AN **UNNERVING** SIGHT! MISTER TWO IS IN A STATE OF MOUNTING AGITATION!! HIS FURNISHINGS LIE BROKEN AS HE SEARCHES FOR NEW OBJECTS UPON WHICH TO VENT HIS ANGER!!!
THIS IS SOMETHING **NEW!!** HE'S NEVER DONE THIS **BEFORE!**
YOU CAN'T KEEP ME HERE FOREVER!! I WANT TO GET OUT! **I WANT TO GET OUT!!!**
DOC, I BELIEVE YOU'VE FORGOTTEN THAT OUR FRIENDS ARE **NOT** LAB ANIMALS. THEY PROBABLY NEED A **CHANGE** OF SURROUNDINGS!

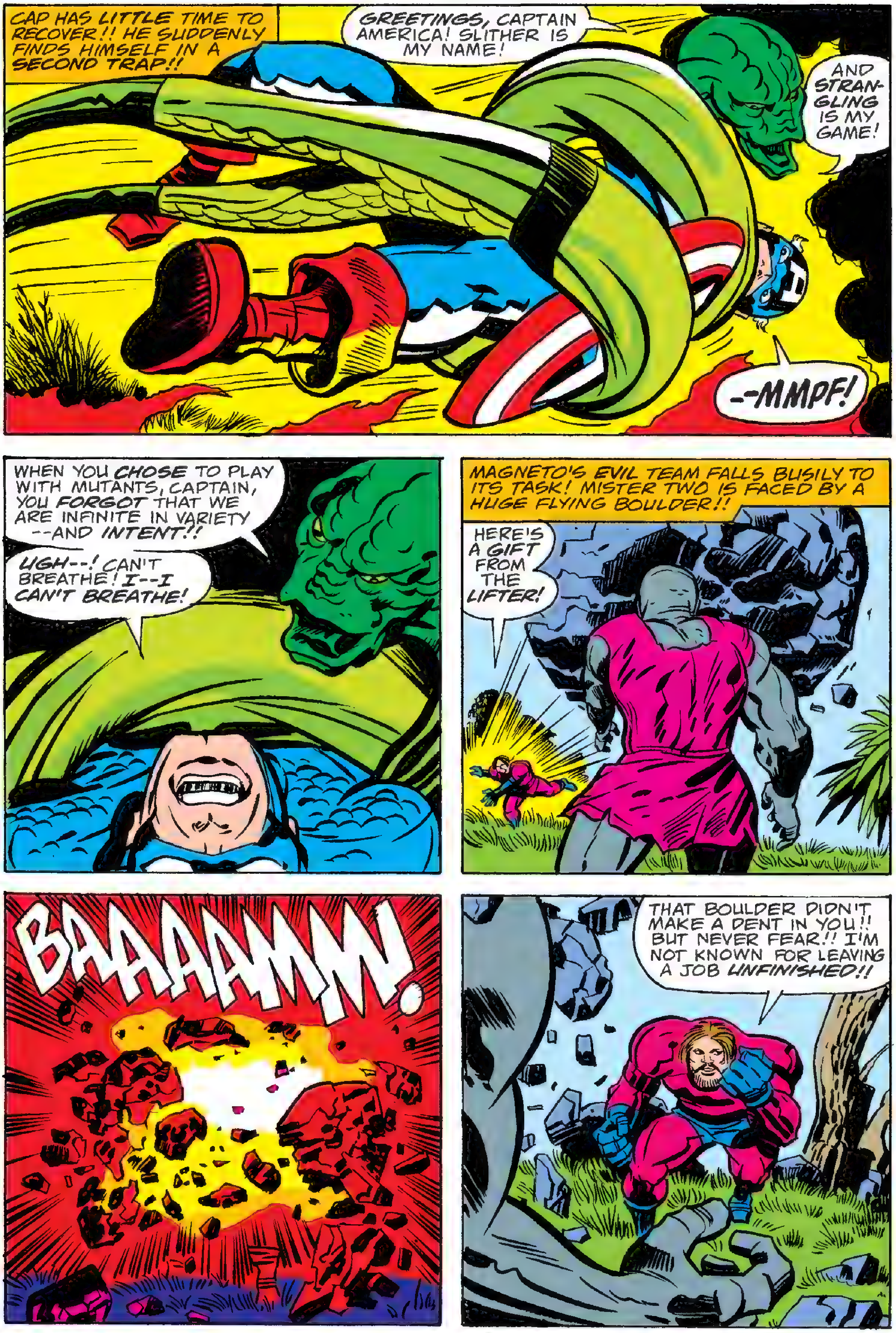

BUT WE CAN'T RELEASE HIM! NOT UNTIL--!
WHA--!?
KARASH!
DOC! LOOK OUT! HE'S BREAKING FREE!
HOW DO WE HANDLE HIM NOW!? HE'S STRONG ENOUGH TO BEND THIS PLACE AROUND OUR EARS!!
DON'T BE DECEIVED. IN ONE RESPECT HE'S AS HELPLESS AS MISTER ONE!
HANG ON TO HIM! I'LL TAKE CARE OF THIS!
HIS BRAIN IS SUBJECT TO ELECTRICAL OVERLOAD! A SEVERE SHOCK WON'T INJURE HIM-- BUT IT WILL PUT HIM OUT OF ACTION!
WE NEED A SMALL DEMONSTRATION, DOC! RIGHT NOW!
AT THAT MOMENT, AN ELECTRIC UNIT WITHIN THE GIANT'S CHAMBER DISCHARGES ITS POWER--!!
TZZSSZZK!
THEN--!
PHEW! HE CAPSIZED LIKE A STRICKEN WHALE BOAT!
EASY, STEVE!
IT'S FORTUNATE YOU WERE HERE TO LEND A STRONG HAND!

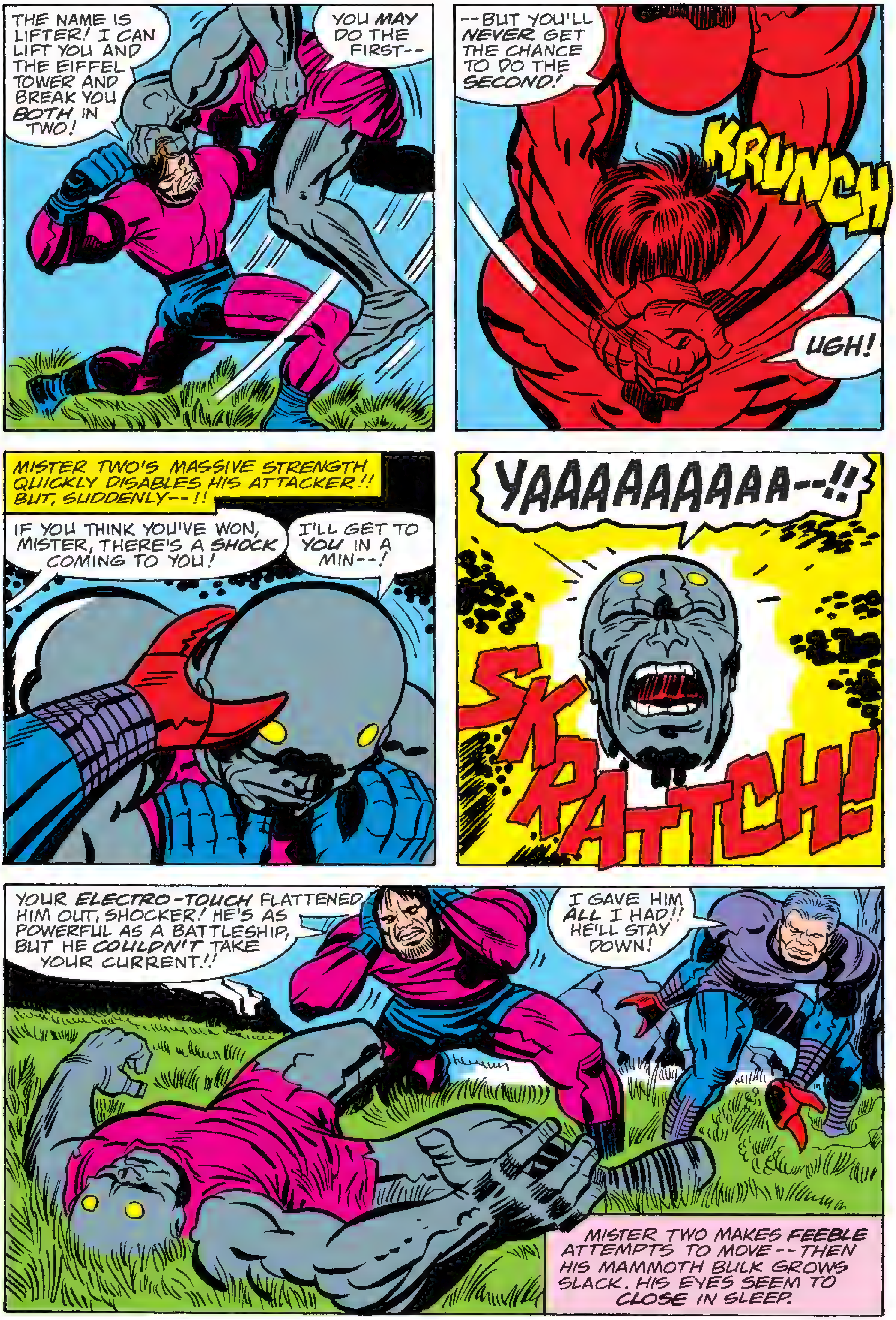

STRANGE-- IT'S ALWAYS THE SAME! MISTER ONE FEELS THE FRUSTRATION --AND MISTER TWO REACTS!!
TWO PEOPLE EXPRESSING A SINGLE THOUGHT!
YES, YOU HIT UPON THE MOST INTERESTING FACET OF THESE SUBJECTS. I MUST INITIATE A MORE INTENSE STUDY.
HOLD IT, DOC! YOU'RE DOING IT AGAIN! I MUST REMIND YOU THAT THEY'RE MORE THAN MERE SUBJECTS!
YOU'RE RIGHT, OF COURSE. THE STUDY CAN WAIT. WE CAN PLAN SOME FORM OF RECREATION FOR THEM -- BUT IT WILL INVOLVE SERIOUS RISKS.
THERE'S ONE THING WE CAN RELY ON -- THEY BOTH TRUST CAPTAIN AMERICA!
MEANWHILE, ON A LARGE COUNTRY ESTATE, IN A REMOTE SUBURBAN AREA--
BLAST CAPTAIN AMERICA! BLAST THE MEDDLING FOOL!
IF NOT FOR HIS INTERFERENCE, I'D HAVE HAD THAT MICROBE MUTANT CRAWLING INTO THE LITTLE, CIRCULAR ENTRANCE OF THIS MINIATURE SPACESHIP!!
HE WOULD FERRET OUT ITS TREASURES FOR ME!
SUDDENLY--!
HI, CHIEF! I'VE GOT GOOD NEWS!
PEEPER!! WHEN WILL YOU LEARN TO KNOCK BEFORE ENTERING THIS ROOM?

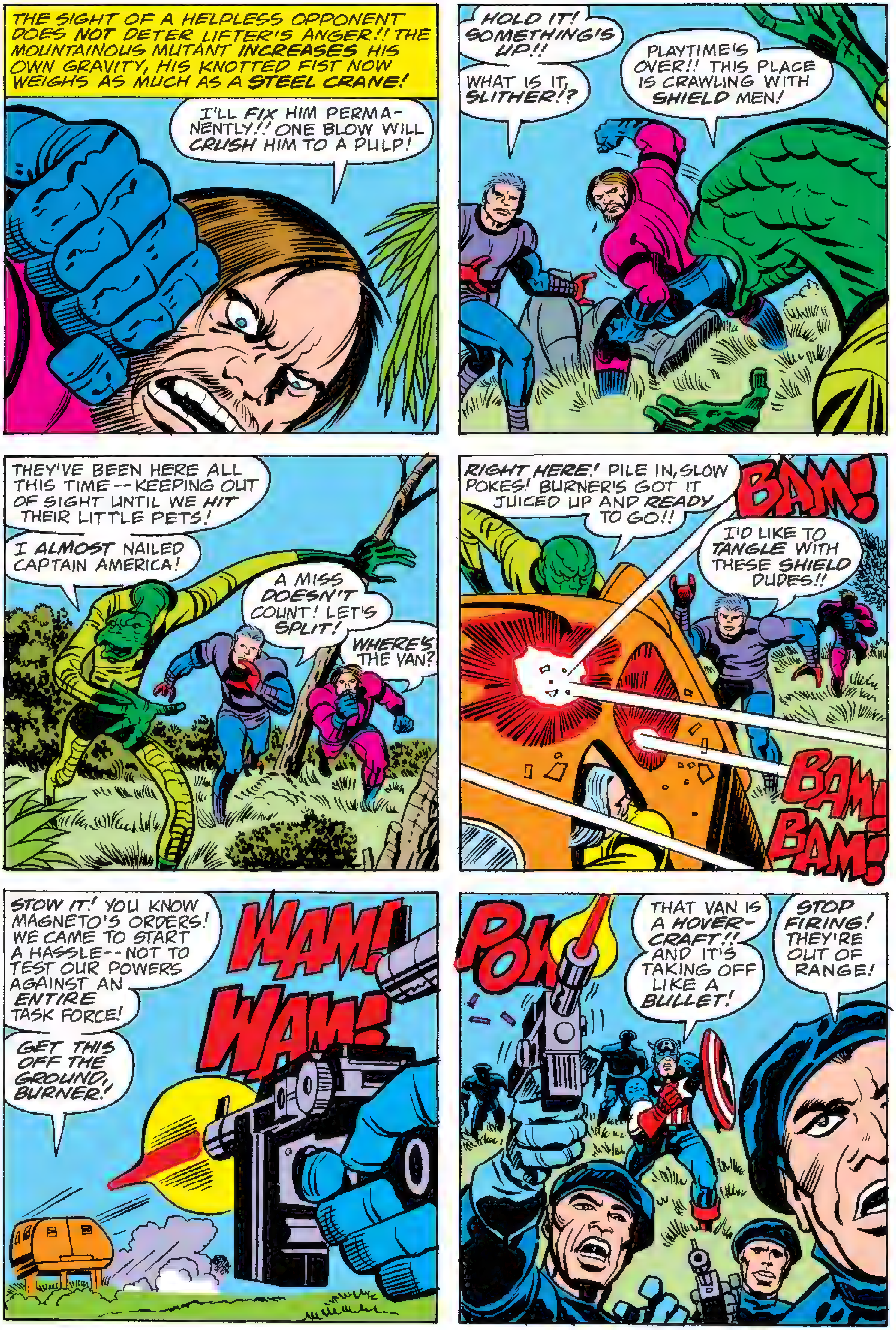

IF YOU MUST KNOW, MY EVERY EFFORT TO GET AT THE *INTERIOR* OF THIS CRAFT HAS FAILED. WITH THE SCIENTIFIC SECRETS OF AN ALIEN CIVILIZATION WITHIN MY GRASP, I *REMAIN* EMPTY-HANDED!!!
CHEER UP, MAGNETO! DESTINY IS ABOUT TO *BREAK* THIS IMPASSE!
I SAW CAPTAIN AMERICA! I SAW HIM ENTER A BUILDING WHICH I'M *CERTAIN* IS THE HIDING PLACE OF THAT LITTLE MUTANT! IT'S ONLY *SIXTY* MILES AWAY. I DIDN'T MISS A DETAIL!!
YOUR ALL-ENCOMPASSING VISION IS *FLAWLESS!* IT'S TIME TO ALERT THOSE IN THE *READY ROOM!*
SOON...
ATTENTION, MUTANTS! IT'S THE CHIEF!
WHAT'S THE *WORD*, MAGNETO? DO WE *GO?*
WE'RE ITCHIN' FOR ACTION, EH, *BURNER?*
LIFTER, YOU'RE PLAYING MY *SONG!*
FELLOW MUTANTS, IT'S *TIME* ONCE AGAIN TO *TEST* OUR TEAMWORK!
THIS MISSION IS AN *EVANGELISTIC* ONE-- YOU SHALL AID IN GAINING A *NEW* RECRUIT!
IN SHORT, IT'S *OPERATION GRAB!*

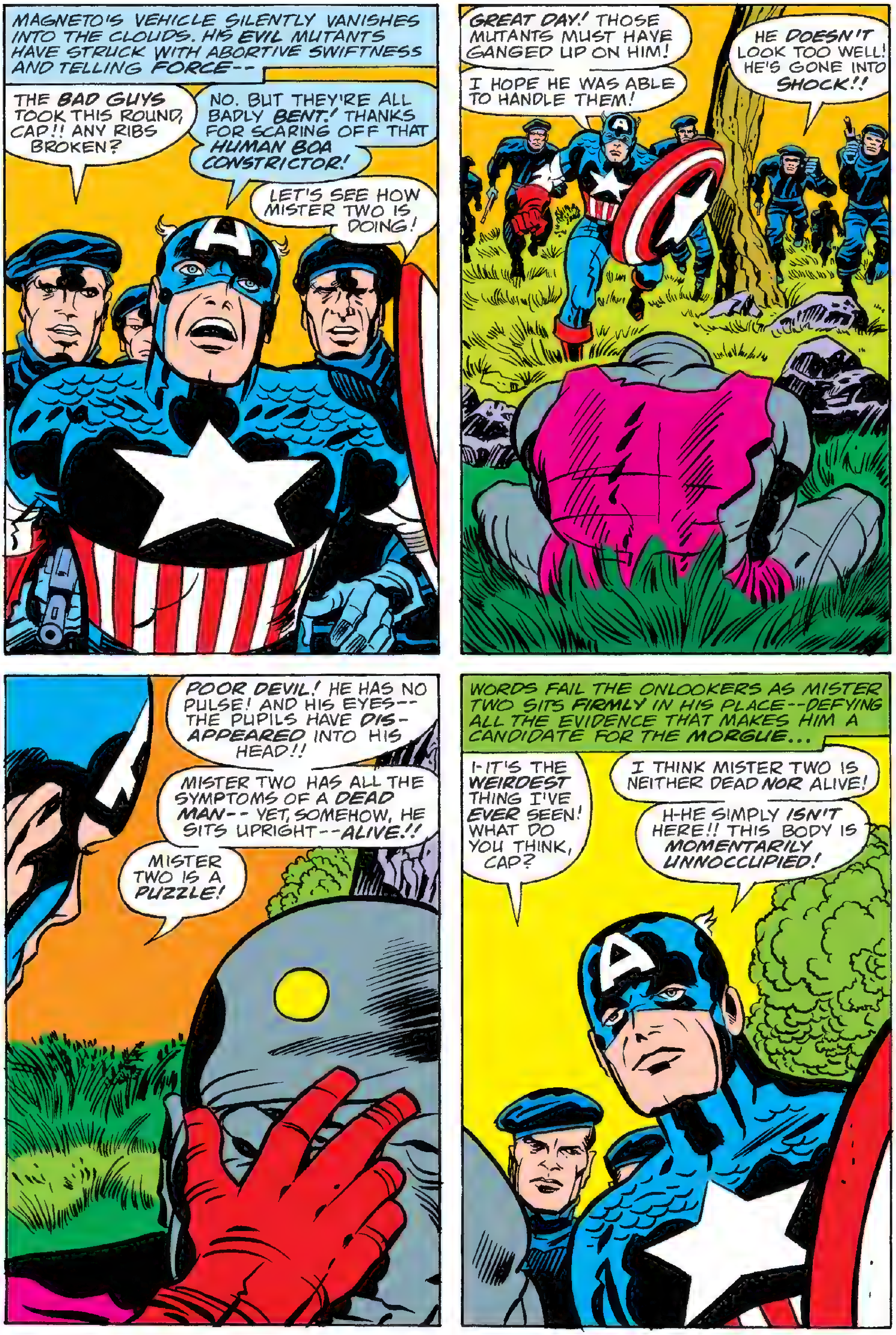

THE THOUGHTS OF CAPTAIN AMERICA ARE FAR FROM INTRIGUE AND STRIFE. HE IS ABSORBED WITH A TEST OF HIS OWN...
A LITTLE OUTDOOR JOGGING SEEMS TO HAVE IMPROVED MISTER TWO'S DISPOSITION...
GOOD! THIS FEELS GOOD!
HE'S PICKING UP SPEED! IT'S HARD TO BELIEVE THAT HE CAN GET SUCH FANTASTIC MILEAGE FROM THAT HUGE BODY!!
I LIKE THIS PLACE! I LIKE JOGGING HERE!
GREAT DAY! I'LL BLOW A LUNG TRYING TO KEEP PACE WITH HIM! HE'S ALREADY YARDS AHEAD OF ME--AND I CAN'T CLOSE THE GAP!!!
CAP'S HEART LEAPS WITH ANXIETY AS HIS CHARGE VANISHES DOWN THE ROAD. CAN IT BE PART OF A PLANNED ESCAPE? THE SUPER-HERO BURSTS FORTH IN PURSUIT!!
HE MUSTN'T GET AWAY! GOT TO CATCH HIM!
CAP TAXES HIS STRENGTH TO ITS LIMITS! HE FAIRLY FLIES ACROSS THE GREEN LANDSCAPE UNTIL--
THERE HE IS!! HE'S MERELY STOPPED TO ADMIRE THOSE PASTORAL SURROUNDINGS!
WILL WONDERS NEVER CEASE!? THAT MONSTER IS A NATURE LOVER!!
I OWE HIM AN APOLOGY FOR MY MISGIVINGS!
THIS IS A PRETTY, LITTLE BIRD...

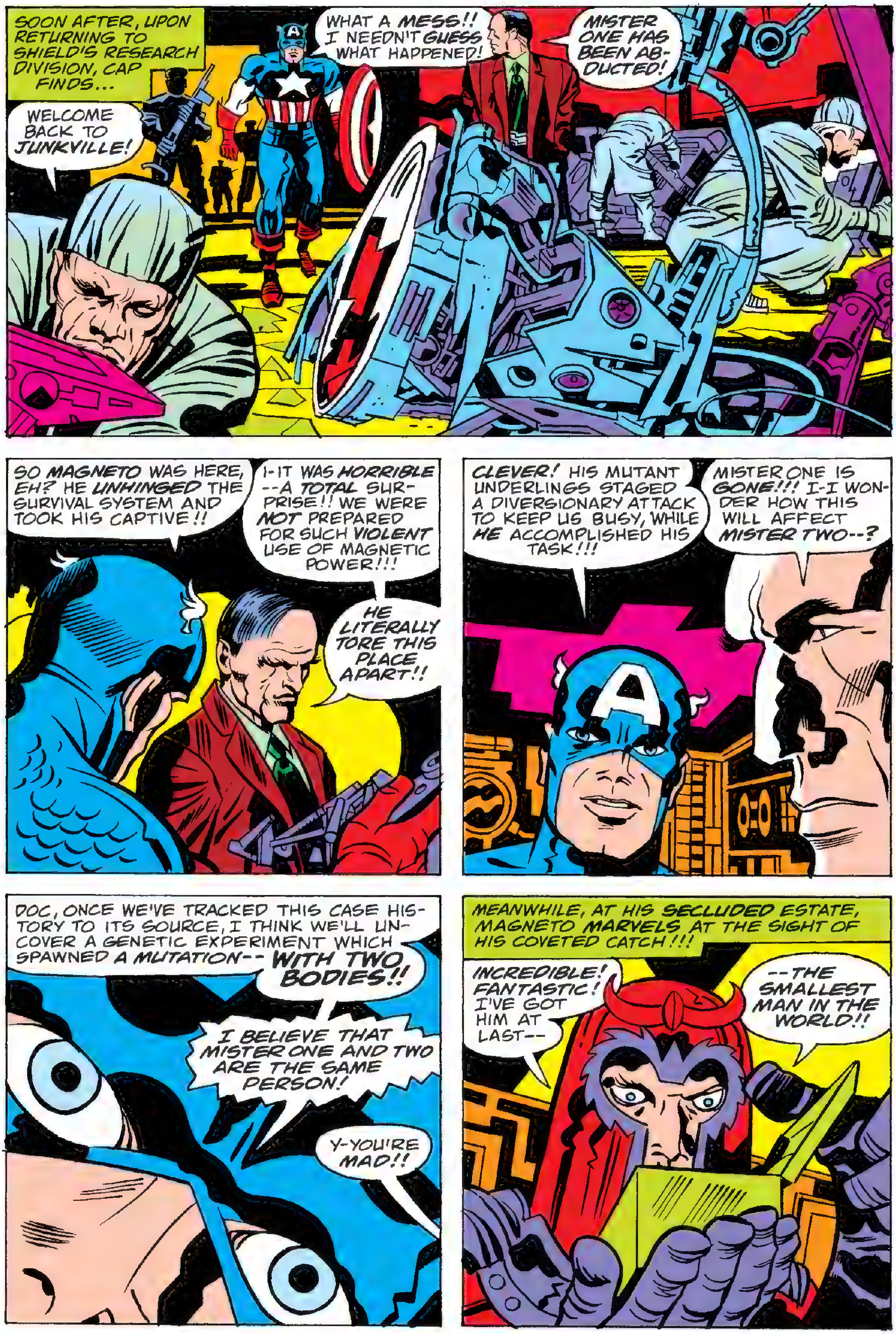

SUDDENLY, WITHOUT WARNING, THE GRASSES ERUPT INTO A CIRCLE OF SEERING FLAME!
FIRE!! W-WE'RE TRAPPED!
THIS CAN'T BE POSSIBLE! THERE WAS NO SIGN OF IT A MOMENT AGO!
THE FLAME'S HAVEN'T SPREAD TOO FAR! KEEP A STEADY NERVE, MISTER TWO, AND FOLLOW ME!
I-I'LL FOLLOW YOU--!
AN UNSEEN WITNESS OBSERVES HIS HANDIWORK WITH KEEN INTEREST!
HAHAHAHA! OUR TWO PIGEONS HAVE BOLTED THROUGH THE FIRE WITHOUT GETTING SINGED--!
--BUT THEIR ORDEAL ISN'T OVER YET!
INDUCING COMBUSTION IS A RARE TALENT-- EVEN FOR A MUTANT LIKE MYSELF!
I'LL SLOW THEM DOWN WITH ANOTHER DEMONSTRATION!
THEN, ONCE AGAIN--
SHADES OF LUCIFER!
WUMPF!

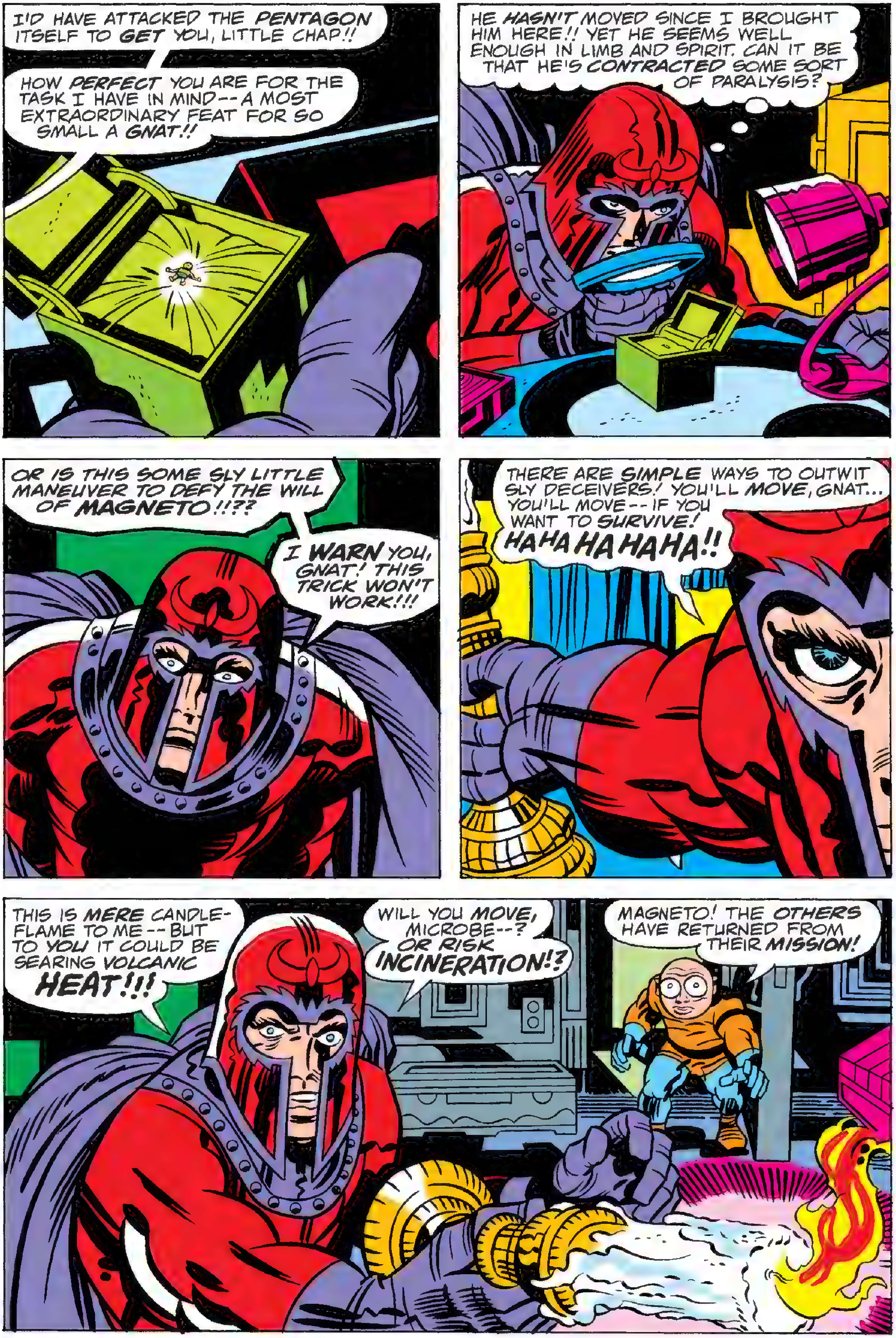

CAP HAS LITTLE TIME TO RECOVER!! HE SUDDENLY FINDS HIMSELF IN A SECOND TRAP!!
GREETINGS, CAPTAIN AMERICA! SLITHER IS MY NAME!
AND STRANGLING IS MY GAME!
--MMPF!
WHEN YOU CHOSE TO PLAY WITH MUTANTS, CAPTAIN, YOU FORGOT THAT WE ARE INFINITE IN VARIETY --AND INTENT!!
UGH--! CAN'T BREATHE! I--I CAN'T BREATHE!
MAGNETO'S EVIL TEAM FALLS BUSILY TO ITS TASK! MISTER TWO IS FACED BY A HUGE FLYING BOULDER!!
HERE'S A GIFT FROM THE LIFTER!
BAAAAMM!
THAT BOULDER DIDN'T MAKE A DENT IN YOU!! BUT NEVER FEAR!! I'M NOT KNOWN FOR LEAVING A JOB UNFINISHED!!

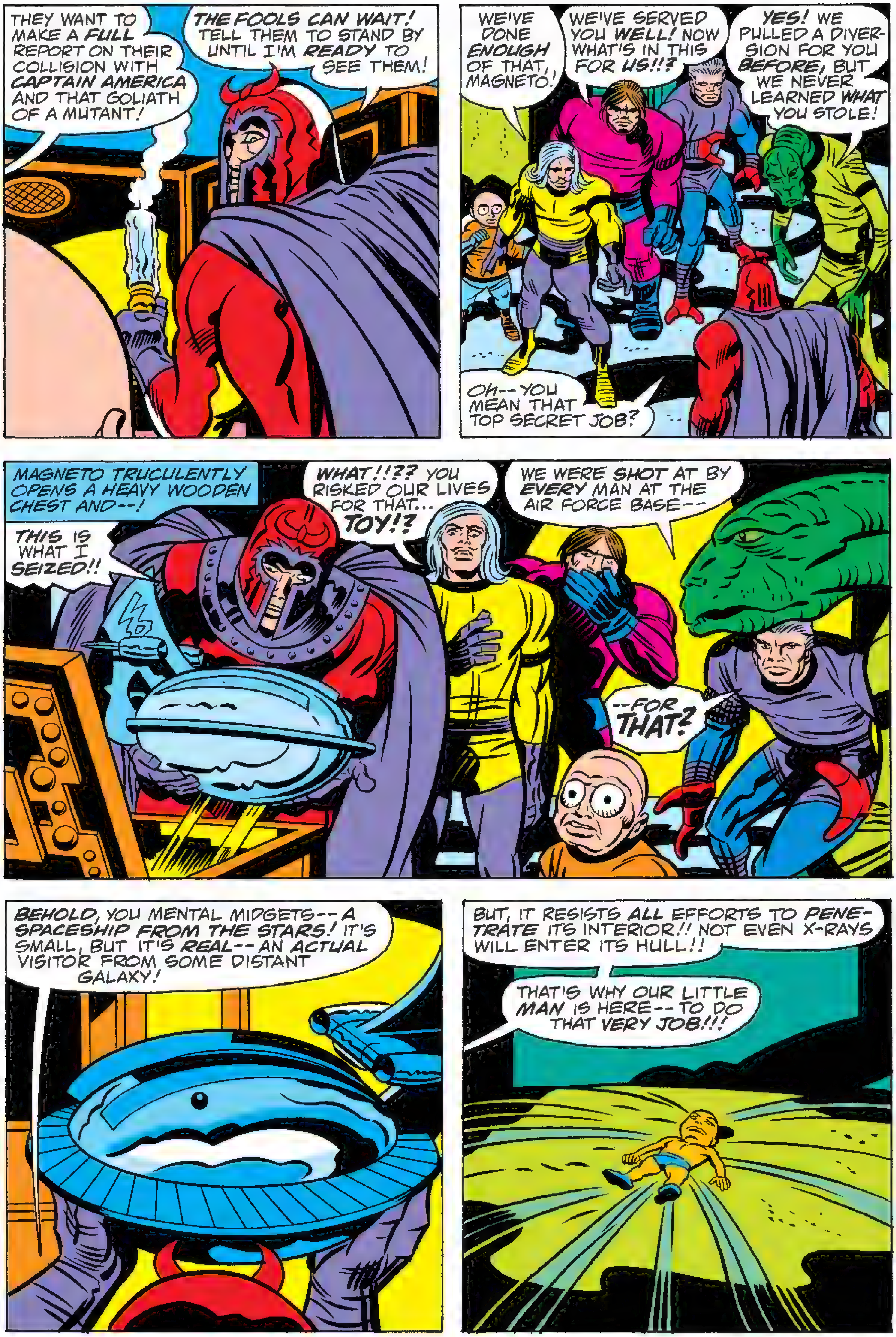

THE NAME IS LIFTER! I CAN LIFT YOU AND THE EIFFEL TOWER AND BREAK YOU BOTH IN TWO!
YOU MAY DO THE FIRST--
--BUT YOU'LL NEVER GET THE CHANCE TO DO THE SECOND!
KRUNCH
UGH!
MISTER TWO'S MASSIVE STRENGTH QUICKLY DISABLES HIS ATTACKER!! BUT, SUDDENLY--!!
IF YOU THINK YOU'VE WON, MISTER, THERE'S A SHOCK COMING TO YOU!
I'LL GET TO YOU IN A MIN--!
YAAAAAAAAA--!!
SKRATTCH!
YOUR ELECTRO-TOUCH FLATTENED HIM OUT, SHOCKER! HE'S AS POWERFUL AS A BATTLESHIP, BUT HE COULDN'T TAKE YOUR CURRENT!!
I GAVE HIM ALL I HAD!! HE'LL STAY DOWN!
MISTER TWO MAKES FEEBLE ATTEMPTS TO MOVE--THEN HIS MAMMOTH BULK GROWS SLACK. HIS EYES SEEM TO CLOSE IN SLEEP.

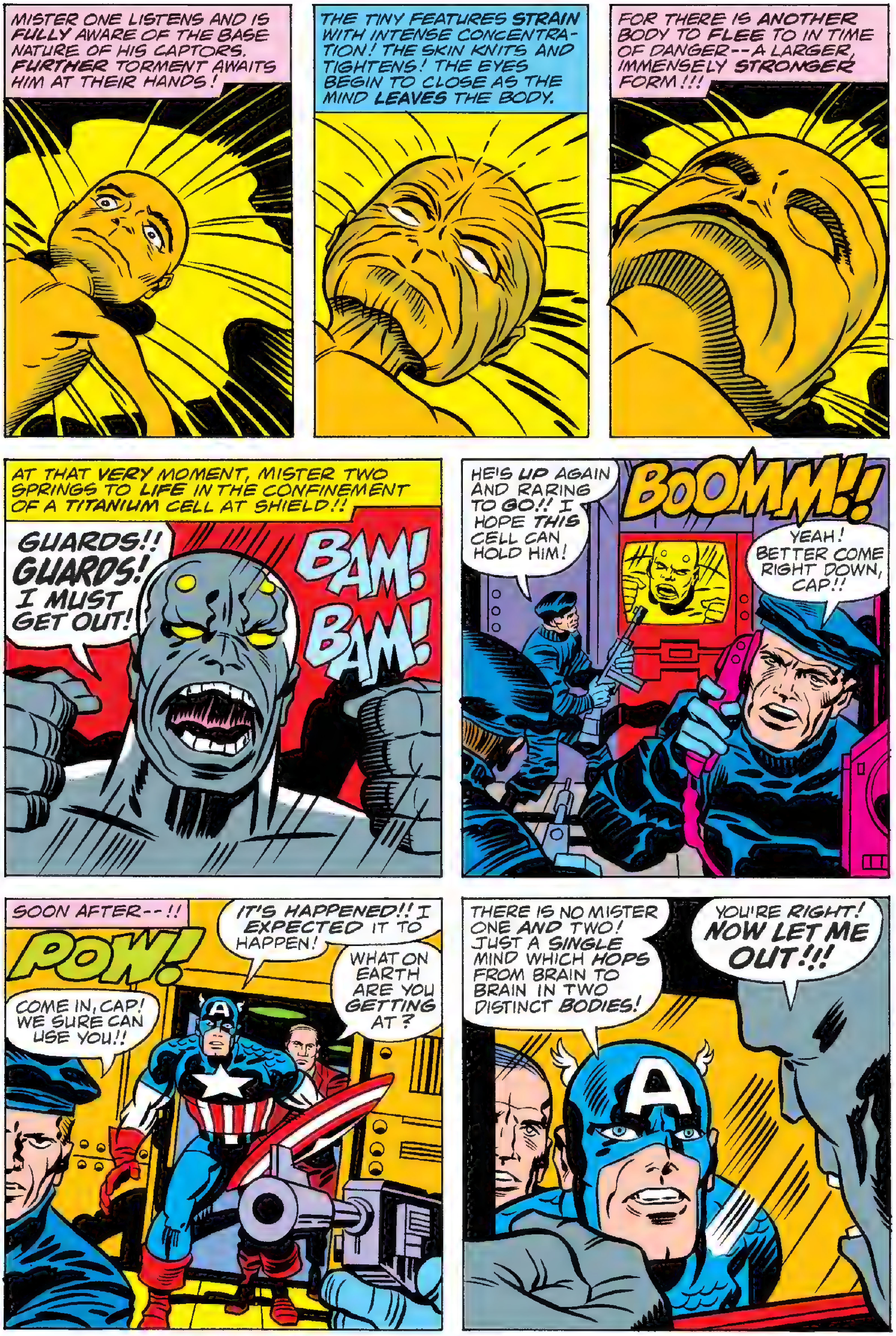

THE SIGHT OF A HELPLESS OPPONENT DOES NOT DETER LIFTER'S ANGER!! THE MOUNTAINOUS MUTANT INCREASES HIS OWN GRAVITY, HIS KNOTTED FIST NOW WEIGHS AS MUCH AS A STEEL CRANE!
I'LL FIX HIM PERMANENTLY!! ONE BLOW WILL CRUSH HIM TO A PULP!
HOLD IT! SOMETHING'S UP!!
WHAT IS IT, SLITHER!?
PLAYTIME'S OVER!! THIS PLACE IS CRAWLING WITH SHIELD MEN!
THEY'VE BEEN HERE ALL THIS TIME -- KEEPING OUT OF SIGHT UNTIL WE HIT THEIR LITTLE PETS!
I ALMOST NAILED CAPTAIN AMERICA!
A MISS DOESN'T COUNT! LET'S SPLIT!
WHERE'S THE VAN?
RIGHT HERE! PILE IN, SLOW POKES! BURNER'S GOT IT JUICED UP AND READY TO GO!!
BAM!
I'D LIKE TO TANGLE WITH THESE SHIELD DUDES!!
BAM! BAM!
STOW IT! YOU KNOW MAGNETO'S ORDERS! WE CAME TO START A HASSLE -- NOT TO TEST OUR POWERS AGAINST AN ENTIRE TASK FORCE!
GET THIS OFF THE GROUND, BURNER!
WAM! WAM!
POW
THAT VAN IS A HOVERCRAFT!! AND IT'S TAKING OFF LIKE A BULLET!
STOP FIRING! THEY'RE OUT OF RANGE!

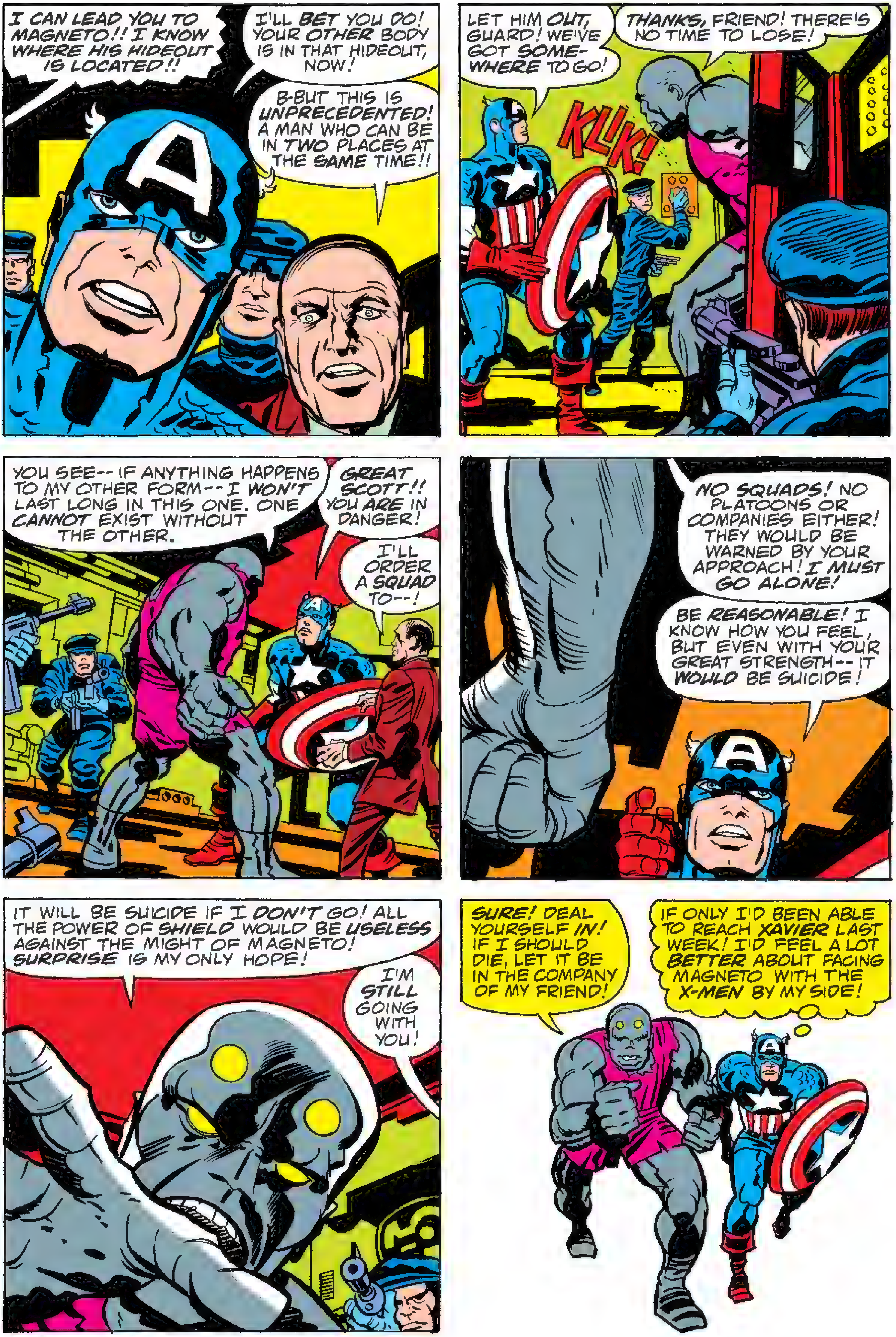

MAGNETO'S VEHICLE SILENTLY VANISHES INTO THE CLOUDS. HIS EVIL MUTANTS HAVE STRUCK WITH ABORTIVE SWIFTNESS AND TELLING FORCE--
THE BAD GUYS TOOK THIS ROUND, CAP!! ANY RIBS BROKEN?
NO. BUT THEY'RE ALL BADLY BENT! THANKS FOR SCARING OFF THAT HUMAN BOA CONSTRICTOR!
LET'S SEE HOW MISTER TWO IS DOING!
GREAT DAY! THOSE MUTANTS MUST HAVE GANGED UP ON HIM!
I HOPE HE WAS ABLE TO HANDLE THEM!
HE DOESN'T LOOK TOO WELL! HE'S GONE INTO SHOCK!!
POOR DEVIL! HE HAS NO PULSE! AND HIS EYES-- THE PUPILS HAVE DISAPPEARED INTO HIS HEAD!!
MISTER TWO HAS ALL THE SYMPTOMS OF A DEAD MAN-- YET, SOMEHOW, HE SITS UPRIGHT--ALIVE!!
MISTER TWO IS A PUZZLE!
WORDS FAIL THE ONLOOKERS AS MISTER TWO SITS FIRMLY IN HIS PLACE--DEFYING ALL THE EVIDENCE THAT MAKES HIM A CANDIDATE FOR THE MORGUE...
I-IT'S THE WEIRDEST THING I'VE EVER SEEN! WHAT DO YOU THINK, CAP?
I THINK MISTER TWO IS NEITHER DEAD NOR ALIVE!
H-HE SIMPLY ISN'T HERE!! THIS BODY IS MOMENTARILY UNNOCCUPIED!

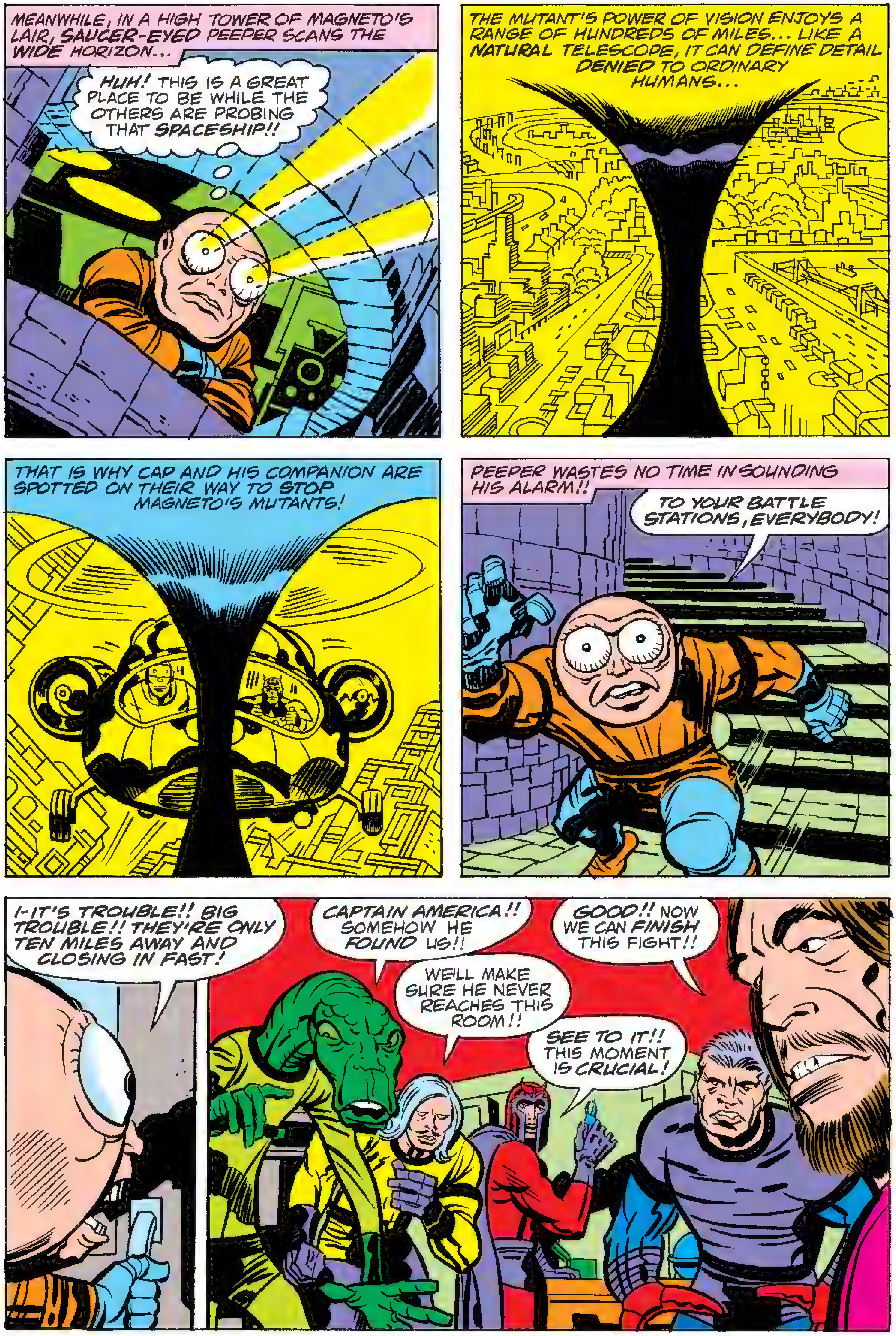

SOON AFTER, UPON RETURNING TO SHIELD'S RESEARCH DIVISION, CAP FINDS...
WHAT A MESS!! I NEEDN'T GUESS WHAT HAPPENED!
MISTER ONE HAS BEEN ABDUCTED!
WELCOME BACK TO JUNKVILLE!
SO MAGNETO WAS HERE, EH? HE UNHINGED THE SURVIVAL SYSTEM AND TOOK HIS CAPTIVE!!
I-IT WAS HORRIBLE --A TOTAL SURPRISE!! WE WERE NOT PREPARED FOR SUCH VIOLENT USE OF MAGNETIC POWER!!!
HE LITERALLY TORE THIS PLACE APART!!
CLEVER! HIS MUTANT UNDERLINGS STAGED A DIVERSIONARY ATTACK TO KEEP US BUSY, WHILE HE ACCOMPLISHED HIS TASK!!!
MISTER ONE IS GONE!!! I-I WONDER HOW THIS WILL AFFECT MISTER TWO--?
DOC, ONCE WE'VE TRACKED THIS CASE HISTORY TO ITS SOURCE, I THINK WE'LL UNCOVER A GENETIC EXPERIMENT WHICH SPAWNED A MUTATION-- WITH TWO BODIES!!
I BELIEVE THAT MISTER ONE AND TWO ARE THE SAME PERSON!
Y-YOU'RE MAD!!
MEANWHILE, AT HIS SECLUDED ESTATE, MAGNETO MARVELS AT THE SIGHT OF HIS COVETED CATCH!!!
INCREDIBLE! FANTASTIC! I'VE GOT HIM AT LAST--
--THE SMALLEST MAN IN THE WORLD!!

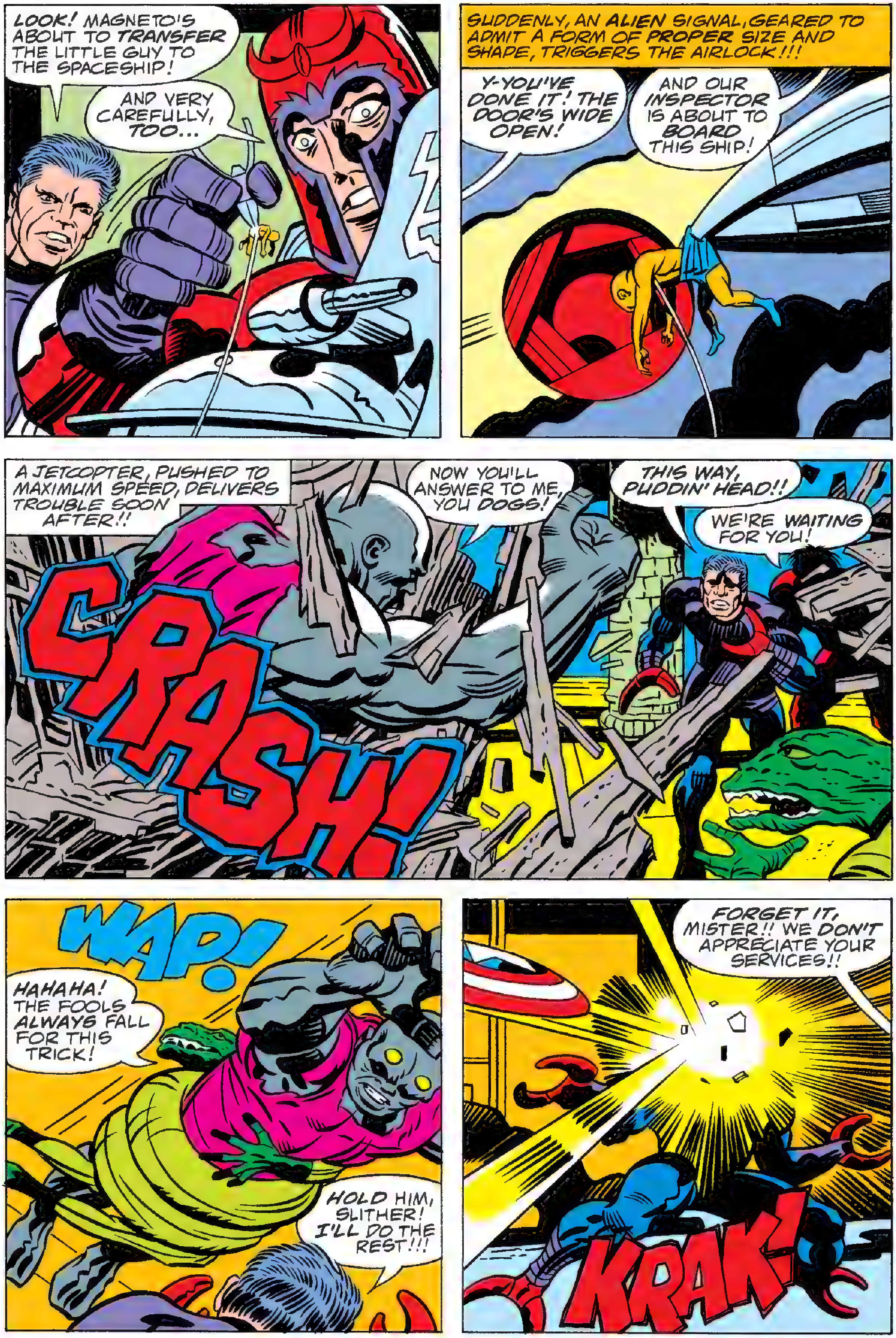

I'D HAVE ATTACKED THE PENTAGON ITSELF TO GET YOU, LITTLE CHAP!!
HOW PERFECT YOU ARE FOR THE TASK I HAVE IN MIND-- A MOST EXTRAORDINARY FEAT FOR SO SMALL A GNAT!!
HE HASN'T MOVED SINCE I BROUGHT HIM HERE!! YET HE SEEMS WELL ENOUGH IN LIMB AND SPIRIT. CAN IT BE THAT HE'S CONTRACTED SOME SORT OF PARALYSIS?
OR IS THIS SOME SLY LITTLE MANEUVER TO DEFY THE WILL OF MAGNETO!!??
I WARN YOU, GNAT! THIS TRICK WON'T WORK!!!
THERE ARE SIMPLE WAYS TO OUTWIT SLY DECEIVERS! YOU'LL MOVE, GNAT... YOU'LL MOVE-- IF YOU WANT TO SURVIVE! HAHA HA HAHA!!
THIS IS MERE CANDLE-FLAME TO ME-- BUT TO YOU IT COULD BE SEARING VOLCANIC HEAT!!!
WILL YOU MOVE, MICROBE--? OR RISK INCINERATION!?
MAGNETO! THE OTHERS HAVE RETURNED FROM THEIR MISSION!

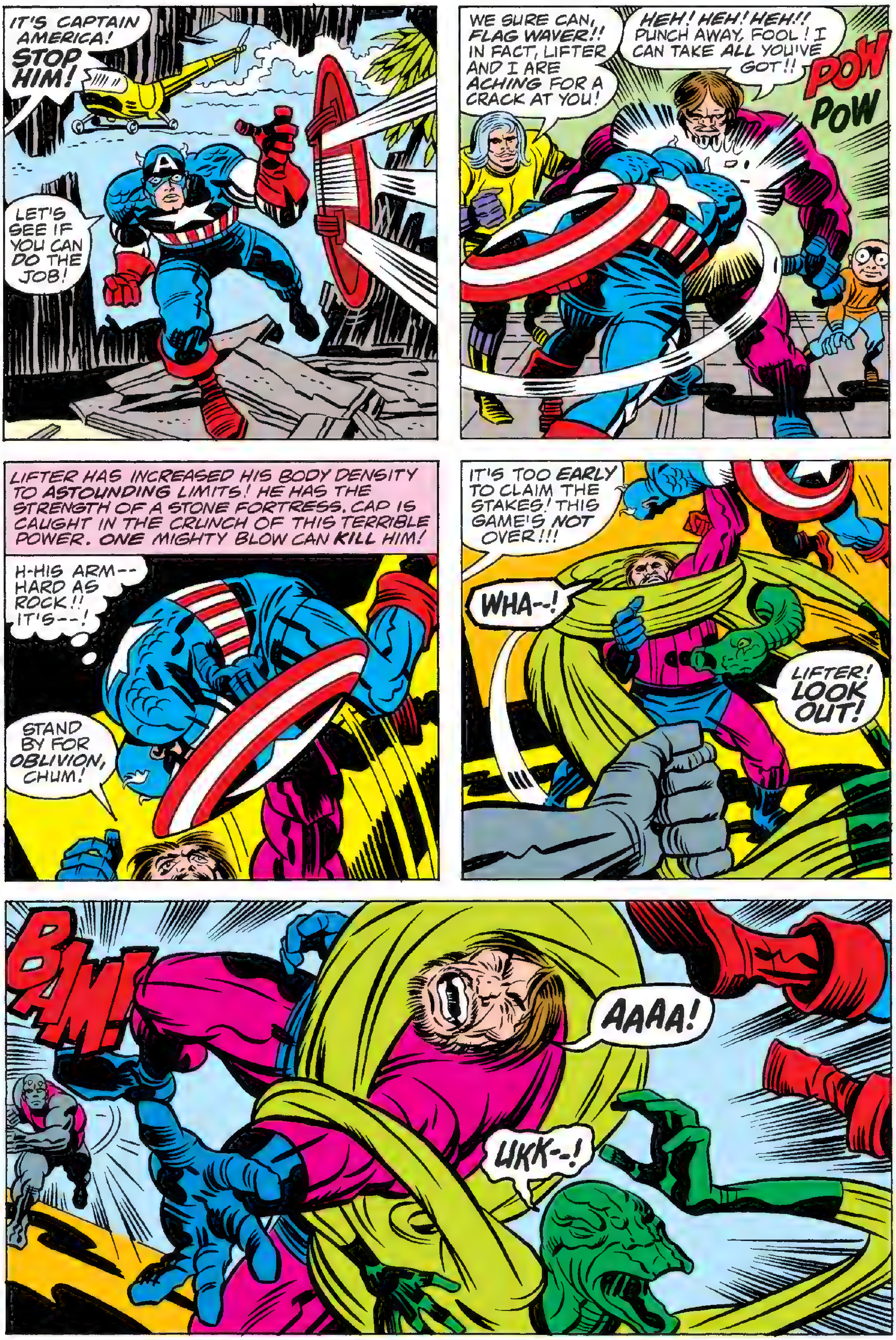

THEY WANT TO MAKE A FULL REPORT ON THEIR COLLISION WITH CAPTAIN AMERICA AND THAT GOLIATH OF A MUTANT!
THE FOOLS CAN WAIT! TELL THEM TO STAND BY UNTIL I'M READY TO SEE THEM!
WE'VE DONE ENOUGH OF THAT, MAGNETO!
WE'VE SERVED YOU WELL! NOW WHAT'S IN THIS FOR US!!?
YES! WE PULLED A DIVERSION FOR YOU BEFORE, BUT WE NEVER LEARNED WHAT YOU STOLE!
OH-- YOU MEAN THAT TOP SECRET JOB?
MAGNETO TRUCULENTLY OPENS A HEAVY WOODEN CHEST AND--!
THIS IS WHAT I SEIZED!!
WHAT!!?? YOU RISKED OUR LIVES FOR THAT... TOY!?
WE WERE SHOT AT BY EVERY MAN AT THE AIR FORCE BASE--
--FOR THAT?
BEHOLD, YOU MENTAL MIDGETS-- A SPACESHIP FROM THE STARS! IT'S SMALL, BUT IT'S REAL-- AN ACTUAL VISITOR FROM SOME DISTANT GALAXY!
BUT, IT RESISTS ALL EFFORTS TO PENETRATE ITS INTERIOR!! NOT EVEN X-RAYS WILL ENTER ITS HULL!!
THAT'S WHY OUR LITTLE MAN IS HERE-- TO DO THAT VERY JOB!!!

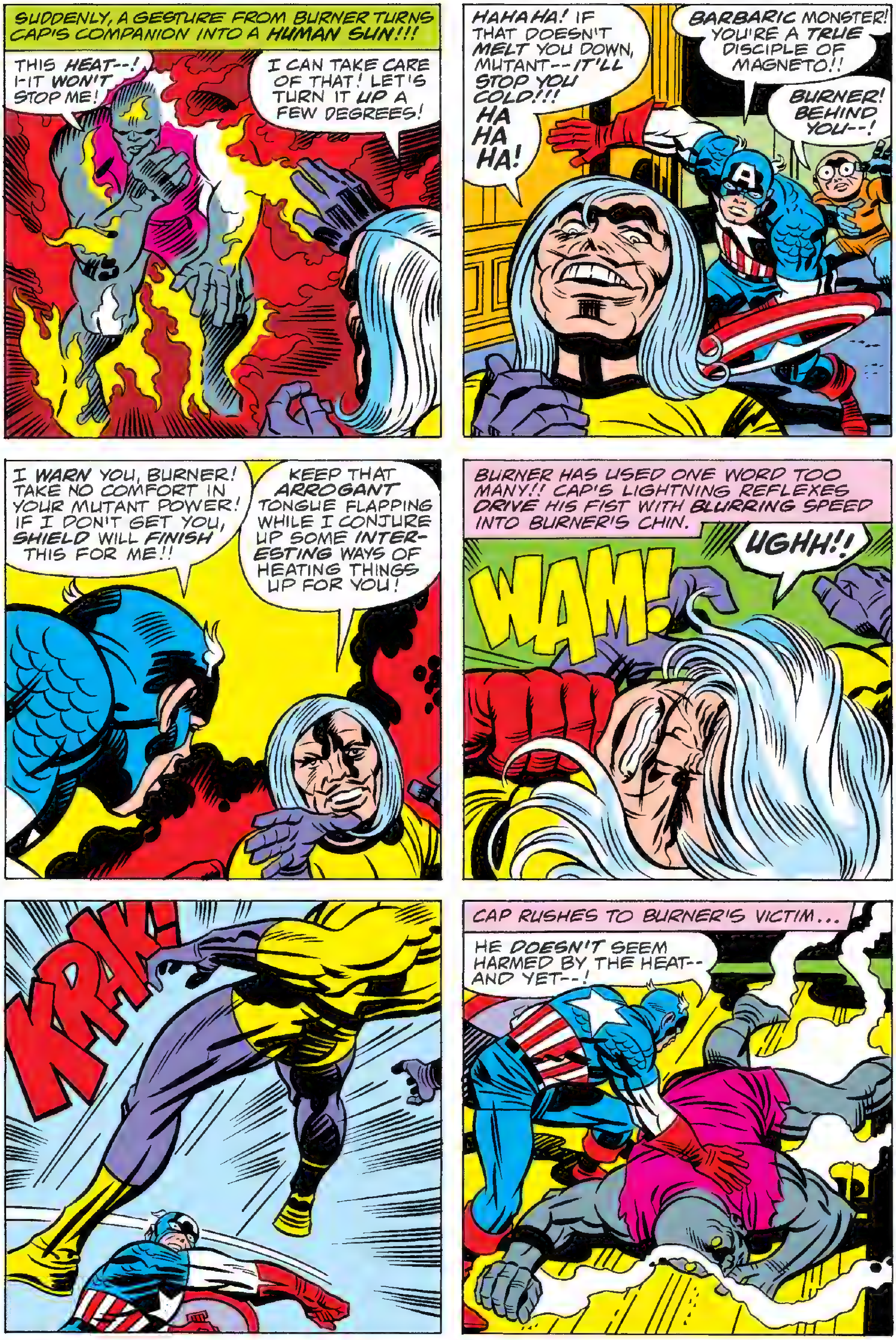

MISTER ONE LISTENS AND IS FULLY AWARE OF THE BASE NATURE OF HIS CAPTORS. FURTHER TORMENT AWAITS HIM AT THEIR HANDS!
THE TINY FEATURES STRAIN WITH INTENSE CONCENTRATION! THE SKIN KNITS AND TIGHTENS! THE EYES BEGIN TO CLOSE AS THE MIND LEAVES THE BODY.
FOR THERE IS ANOTHER BODY TO FLEE TO IN TIME OF DANGER--A LARGER, IMMENSELY STRONGER FORM!!!
AT THAT VERY MOMENT, MISTER TWO SPRINGS TO LIFE IN THE CONFINEMENT OF A TITANIUM CELL AT SHIELD!!
GUARDS!! GUARDS! I MUST GET OUT!
BAM! BAM!
HE'S UP AGAIN AND RARING TO GO!! I HOPE THIS CELL CAN HOLD HIM!
BOOMM!!
YEAH! BETTER COME RIGHT DOWN, CAP!!
SOON AFTER--!!
POW!
IT'S HAPPENED!! I EXPECTED IT TO HAPPEN!
WHAT ON EARTH ARE YOU GETTING AT?
COME IN, CAP! WE SURE CAN USE YOU!!
THERE IS NO MISTER ONE AND TWO! JUST A SINGLE MIND WHICH HOPS FROM BRAIN TO BRAIN IN TWO DISTINCT BODIES!
YOU'RE RIGHT! NOW LET ME OUT!!!

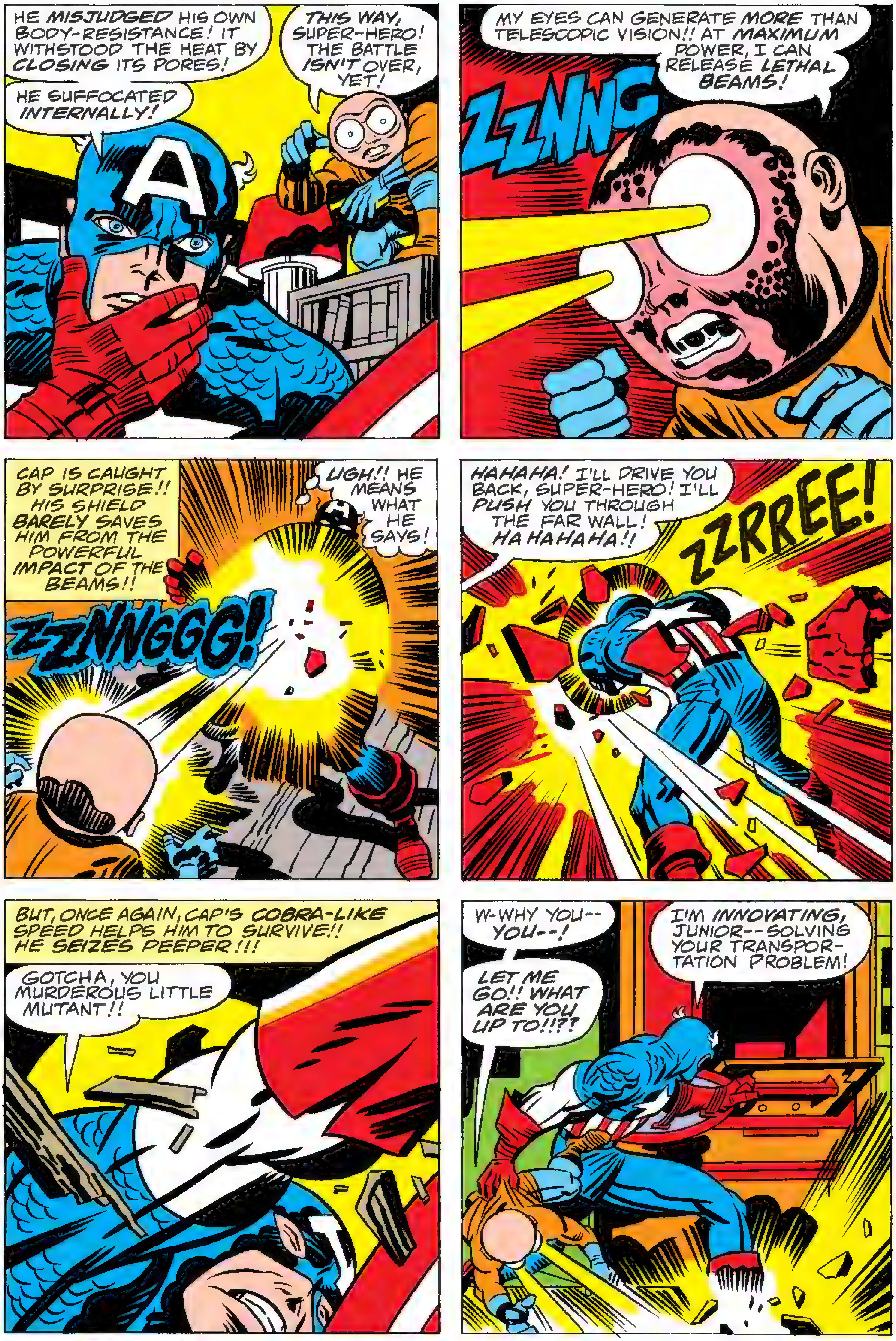

I CAN LEAD YOU TO MAGNETO!! I KNOW WHERE HIS HIDEOUT IS LOCATED!!
I'LL BET YOU DO! YOUR OTHER BODY IS IN THAT HIDEOUT, NOW!
B-BUT THIS IS UNPRECEDENTED! A MAN WHO CAN BE IN TWO PLACES AT THE SAME TIME!!
LET HIM OUT, GUARD! WE'VE GOT SOMEWHERE TO GO!
THANKS, FRIEND! THERE'S NO TIME TO LOSE!
KLIK!
YOU SEE-- IF ANYTHING HAPPENS TO MY OTHER FORM-- I WON'T LAST LONG IN THIS ONE. ONE CANNOT EXIST WITHOUT THE OTHER.
GREAT SCOTT!! YOU ARE IN DANGER!
I'LL ORDER A SQUAD TO--!
NO SQUADS! NO PLATOONS OR COMPANIES EITHER! THEY WOULD BE WARNED BY YOUR APPROACH! I MUST GO ALONE!
BE REASONABLE! I KNOW HOW YOU FEEL, BUT EVEN WITH YOUR GREAT STRENGTH-- IT WOULD BE SUICIDE!
IT WILL BE SUICIDE IF I DON'T GO! ALL THE POWER OF SHIELD WOULD BE USELESS AGAINST THE MIGHT OF MAGNETO! SURPRISE IS MY ONLY HOPE!
I'M STILL GOING WITH YOU!
SURE! DEAL YOURSELF IN! IF I SHOULD DIE, LET IT BE IN THE COMPANY OF MY FRIEND!
IF ONLY I'D BEEN ABLE TO REACH XAVIER LAST WEEK! I'D FEEL A LOT BETTER ABOUT FACING MAGNETO WITH THE X-MEN BY MY SIDE!

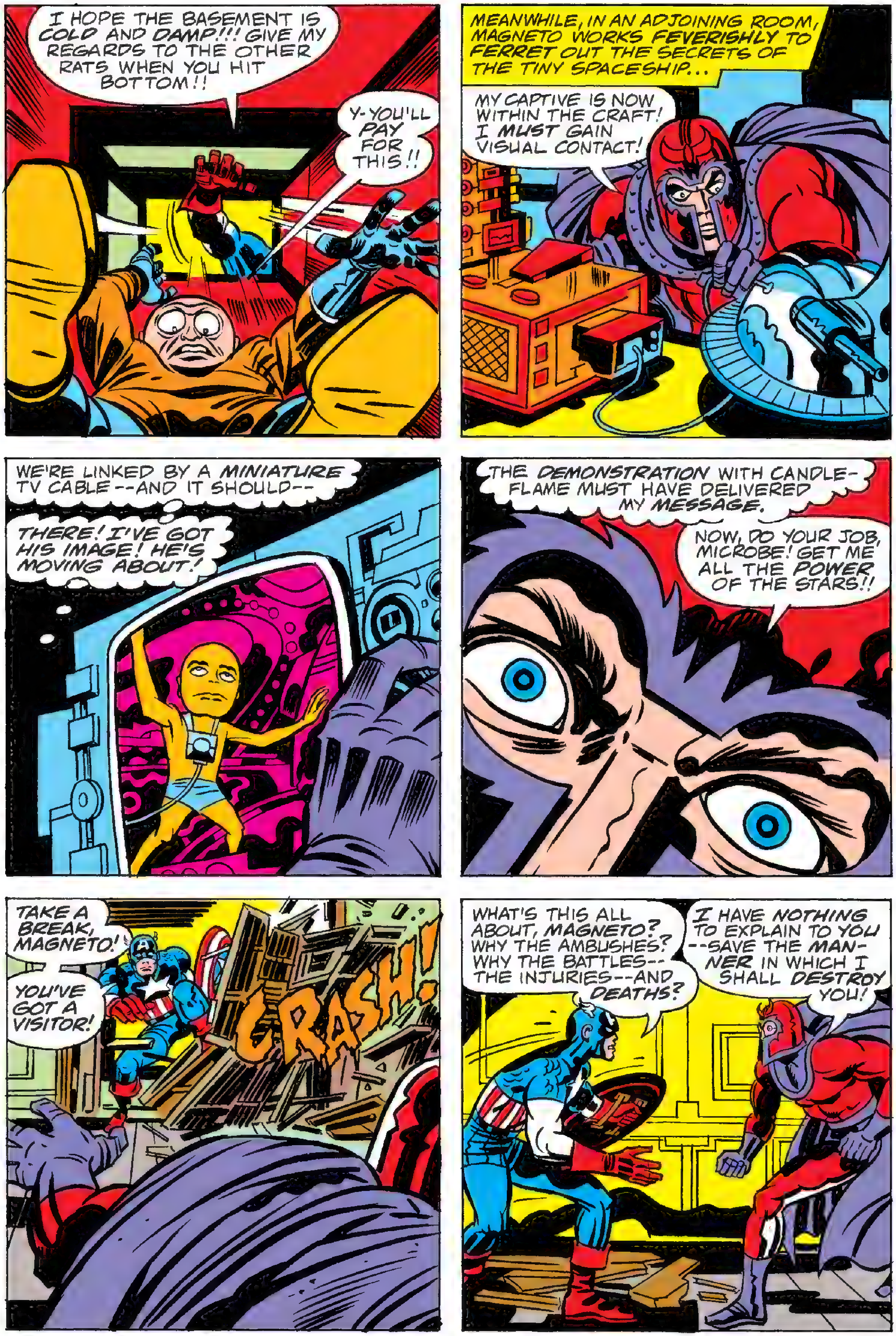

MEANWHILE, IN A HIGH TOWER OF MAGNETO'S LAIR, SAUCER-EYED PEEPER SCANS THE WIDE HORIZON...
HUH! THIS IS A GREAT PLACE TO BE WHILE THE OTHERS ARE PROBING THAT SPACESHIP!!
THE MUTANT'S POWER OF VISION ENJOYS A RANGE OF HUNDREDS OF MILES... LIKE A NATURAL TELESCOPE, IT CAN DEFINE DETAIL DENIED TO ORDINARY HUMANS...
THAT IS WHY CAP AND HIS COMPANION ARE SPOTTED ON THEIR WAY TO STOP MAGNETO'S MUTANTS!
PEEPER WASTES NO TIME IN SOUNDING HIS ALARM!!
TO YOUR BATTLE STATIONS, EVERYBODY!
I-IT'S TROUBLE!! BIG TROUBLE!! THEY'RE ONLY TEN MILES AWAY AND CLOSING IN FAST!
CAPTAIN AMERICA!! SOMEHOW HE FOUND US!!
GOOD!! NOW WE CAN FINISH THIS FIGHT!!
WE'LL MAKE SURE HE NEVER REACHES THIS ROOM!!
SEE TO IT!! THIS MOMENT IS CRUCIAL!

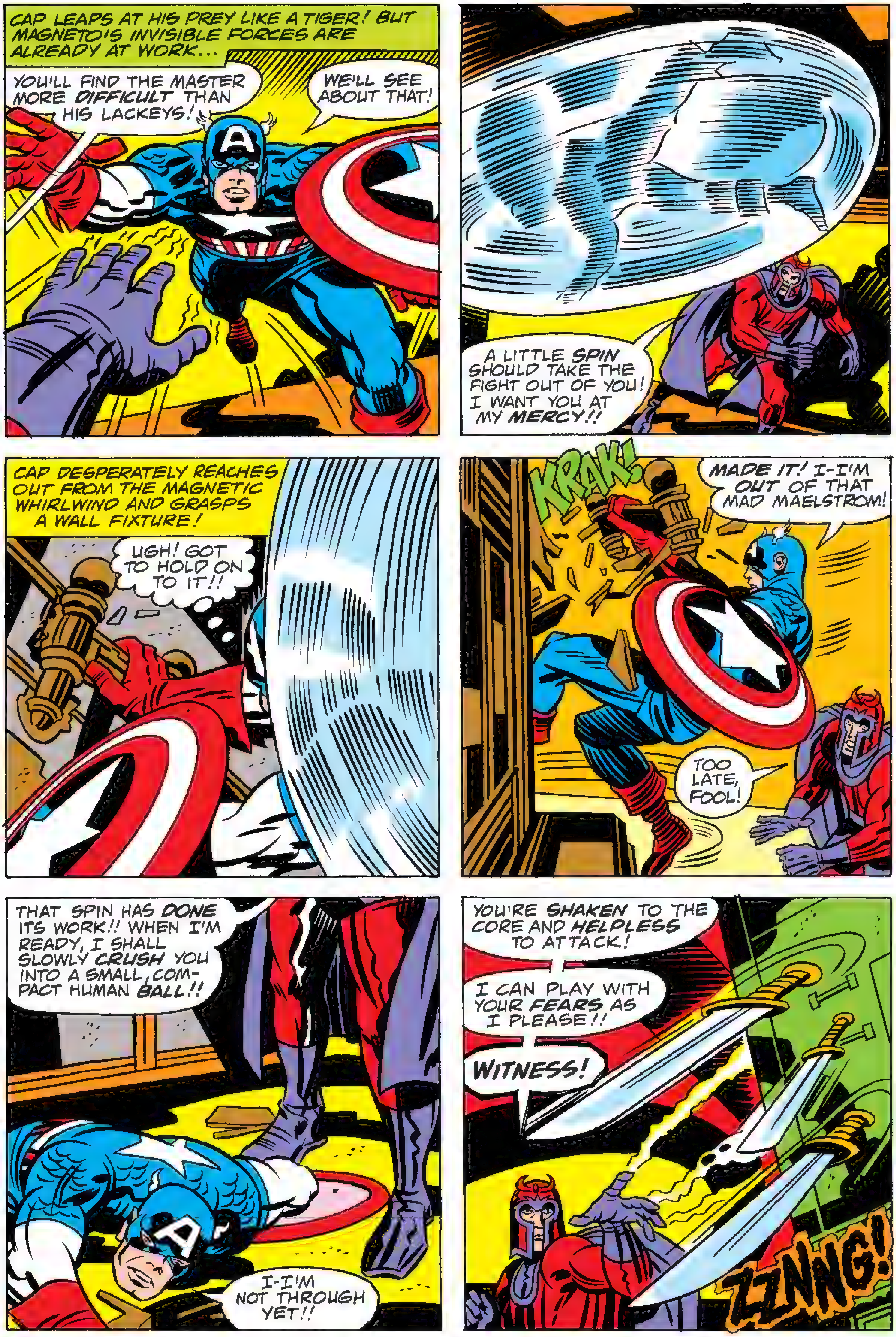

LOOK! MAGNETO'S ABOUT TO TRANSFER THE LITTLE GUY TO THE SPACESHIP!
AND VERY CAREFULLY, TOO...
SUDDENLY, AN ALIEN SIGNAL, GEARED TO ADMIT A FORM OF PROPER SIZE AND SHAPE, TRIGGERS THE AIRLOCK!!!
Y-YOU'VE DONE IT! THE DOOR'S WIDE OPEN!
AND OUR INSPECTOR IS ABOUT TO BOARD THIS SHIP!
A JETCOPTER, PUSHED TO MAXIMUM SPEED, DELIVERS TROUBLE SOON AFTER!!
NOW YOU'LL ANSWER TO ME, YOU DOGS!
CRASH!
THIS WAY, PUDDIN' HEAD!!
WE'RE WAITING FOR YOU!
WAP!
HAHAHA! THE FOOLS ALWAYS FALL FOR THIS TRICK!
HOLD HIM, SLITHER! I'LL DO THE REST!!!
FORGET IT, MISTER!! WE DON'T APPRECIATE YOUR SERVICES!!
KRAK!

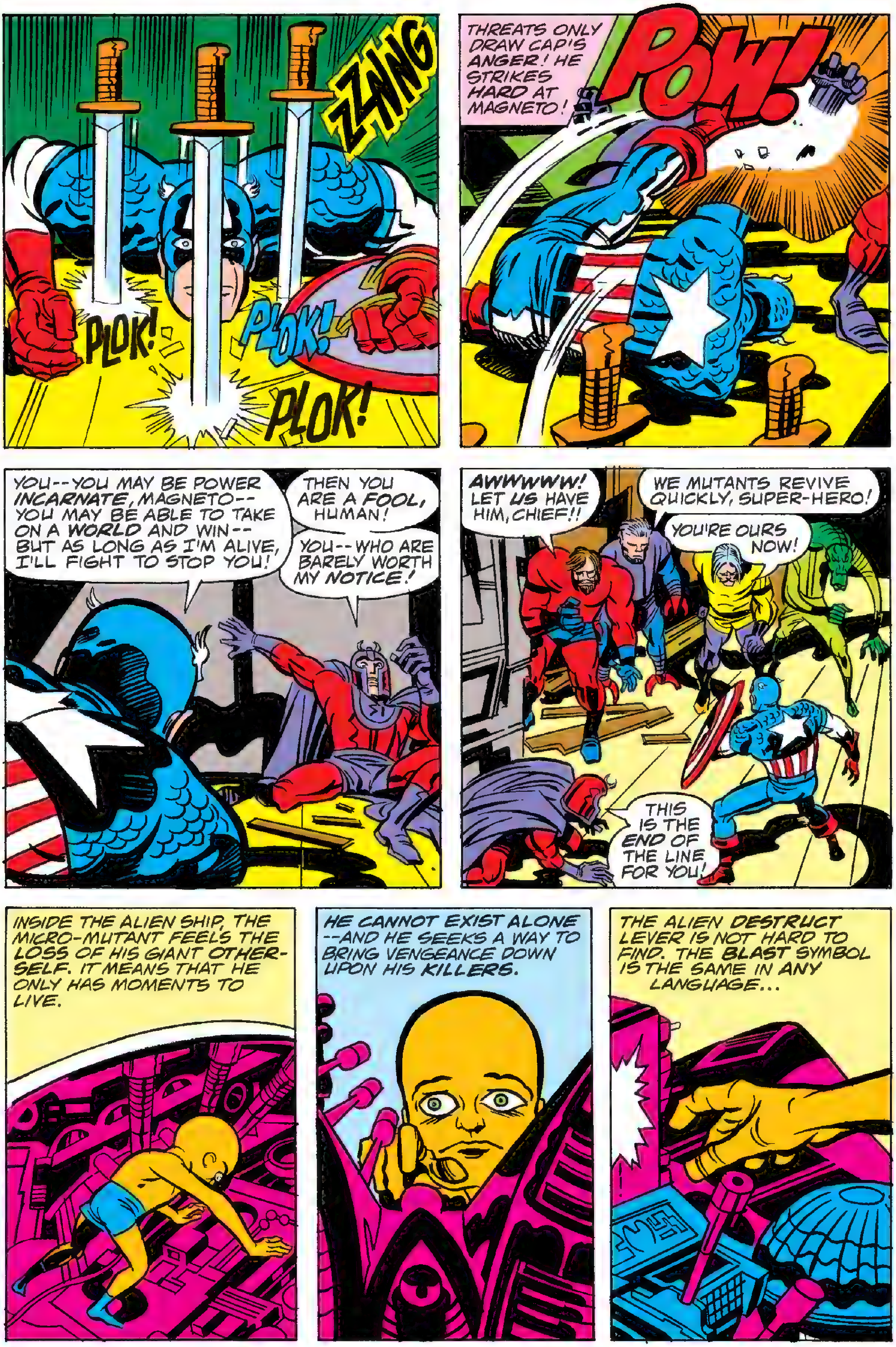

IT'S CAPTAIN AMERICA! STOP HIM!
LET'S SEE IF YOU CAN DO THE JOB!
WE SURE CAN, FLAG WAVER!! IN FACT, LIFTER AND I ARE ACHING FOR A CRACK AT YOU!
HEH! HEH! HEH!! PUNCH AWAY, FOOL! I CAN TAKE ALL YOU'VE GOT!!
POW
POW
LIFTER HAS INCREASED HIS BODY DENSITY TO ASTOUNDING LIMITS! HE HAS THE STRENGTH OF A STONE FORTRESS. CAP IS CAUGHT IN THE CRUNCH OF THIS TERRIBLE POWER. ONE MIGHTY BLOW CAN KILL HIM!
H-HIS ARM-- HARD AS ROCK!! IT'S--!
STAND BY FOR OBLIVION, CHUM!
IT'S TOO EARLY TO CLAIM THE STAKES! THIS GAME'S NOT OVER!!!
WHA--!
LIFTER! LOOK OUT!
BAM!
AAAA!
UKK--!

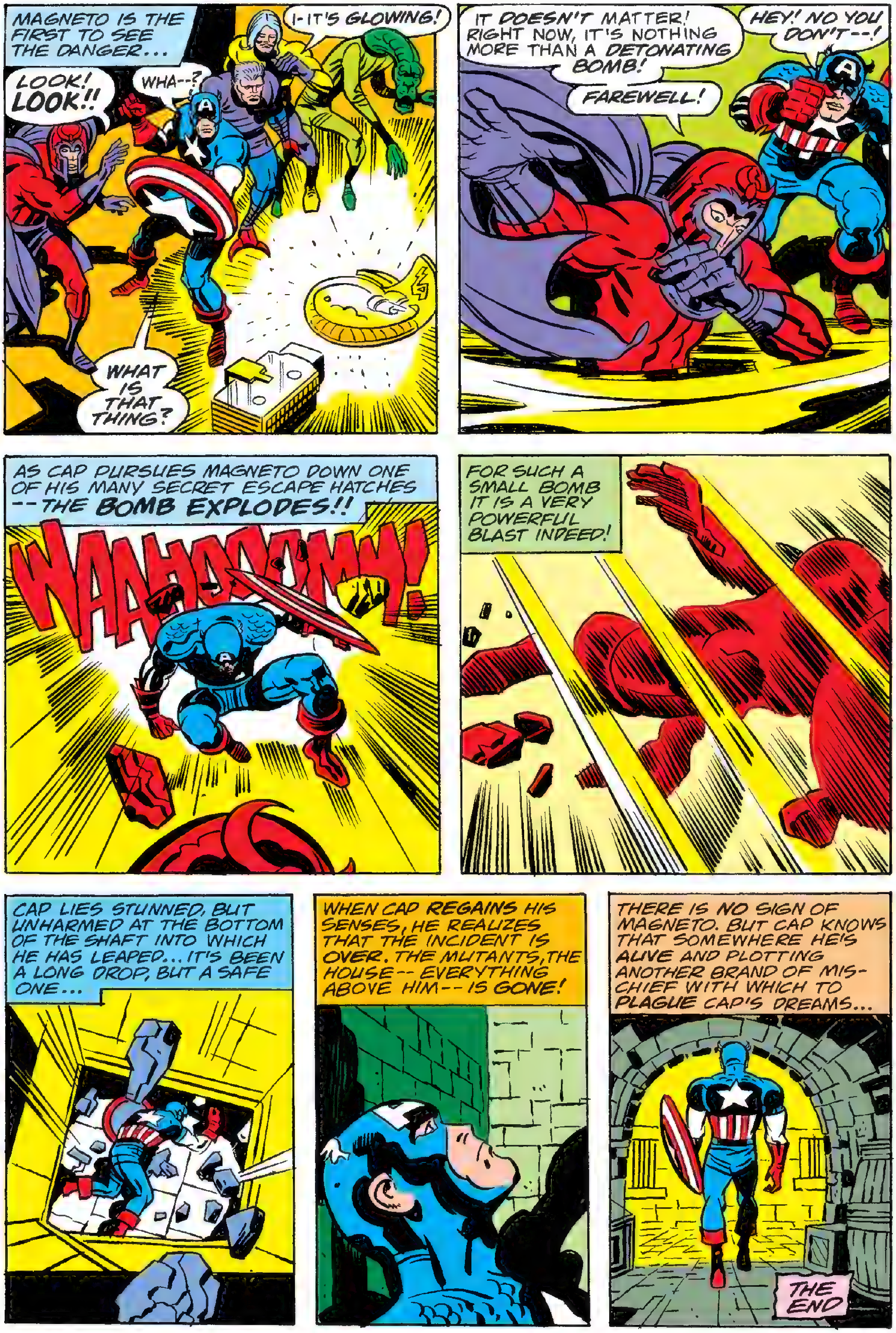

SUDDENLY, A GESTURE FROM BURNER TURNS CAP'S COMPANION INTO A HUMAN SUN!!!
THIS HEAT--! I-IT WON'T STOP ME!
I CAN TAKE CARE OF THAT! LET'S TURN IT UP A FEW DEGREES!
HAHAHA! IF THAT DOESN'T MELT YOU DOWN, MUTANT--IT'LL STOP YOU COLD!!! HA HA HA!
BARBARIC MONSTER! YOU'RE A TRUE DISCIPLE OF MAGNETO!!
BURNER! BEHIND YOU--!
I WARN YOU, BURNER! TAKE NO COMFORT IN YOUR MUTANT POWER! IF I DON'T GET YOU, SHIELD WILL FINISH THIS FOR ME!!
KEEP THAT ARROGANT TONGUE FLAPPING WHILE I CONJURE UP SOME INTERESTING WAYS OF HEATING THINGS UP FOR YOU!
BURNER HAS USED ONE WORD TOO MANY!! CAP'S LIGHTNING REFLEXES DRIVE HIS FIST WITH BLURRING SPEED INTO BURNER'S CHIN.
WAM!
UGHH!!
KRAK!
CAP RUSHES TO BURNER'S VICTIM...
HE DOESN'T SEEM HARMED BY THE HEAT--AND YET--!


HE MISJUDGED HIS OWN BODY-RESISTANCE! IT WITHSTOOD THE HEAT BY CLOSING ITS PORES!
HE SUFFOCATED INTERNALLY!
THIS WAY, SUPER-HERO! THE BATTLE ISN'T OVER, YET!
MY EYES CAN GENERATE MORE THAN TELESCOPIC VISION!! AT MAXIMUM POWER, I CAN RELEASE LETHAL BEAMS!
ZZNNG
CAP IS CAUGHT BY SURPRISE!! HIS SHIELD BARELY SAVES HIM FROM THE POWERFUL IMPACT OF THE BEAMS!!
UGH!! HE MEANS WHAT HE SAYS!
ZZNNGGG!
HAHAHA! I'LL DRIVE YOU BACK, SUPER-HERO! I'LL PUSH YOU THROUGH THE FAR WALL! HA HAHAHA!!
ZZRREE!
BUT, ONCE AGAIN, CAP'S COBRA-LIKE SPEED HELPS HIM TO SURVIVE!! HE SEIZES PEEPER!!!
GOTCHA, YOU MURDEROUS LITTLE MUTANT!!
W-WHY YOU-- YOU--!
LET ME GO!! WHAT ARE YOU UP TO!!??
I'M INNOVATING, JUNIOR--SOLVING YOUR TRANSPORTATION PROBLEM!

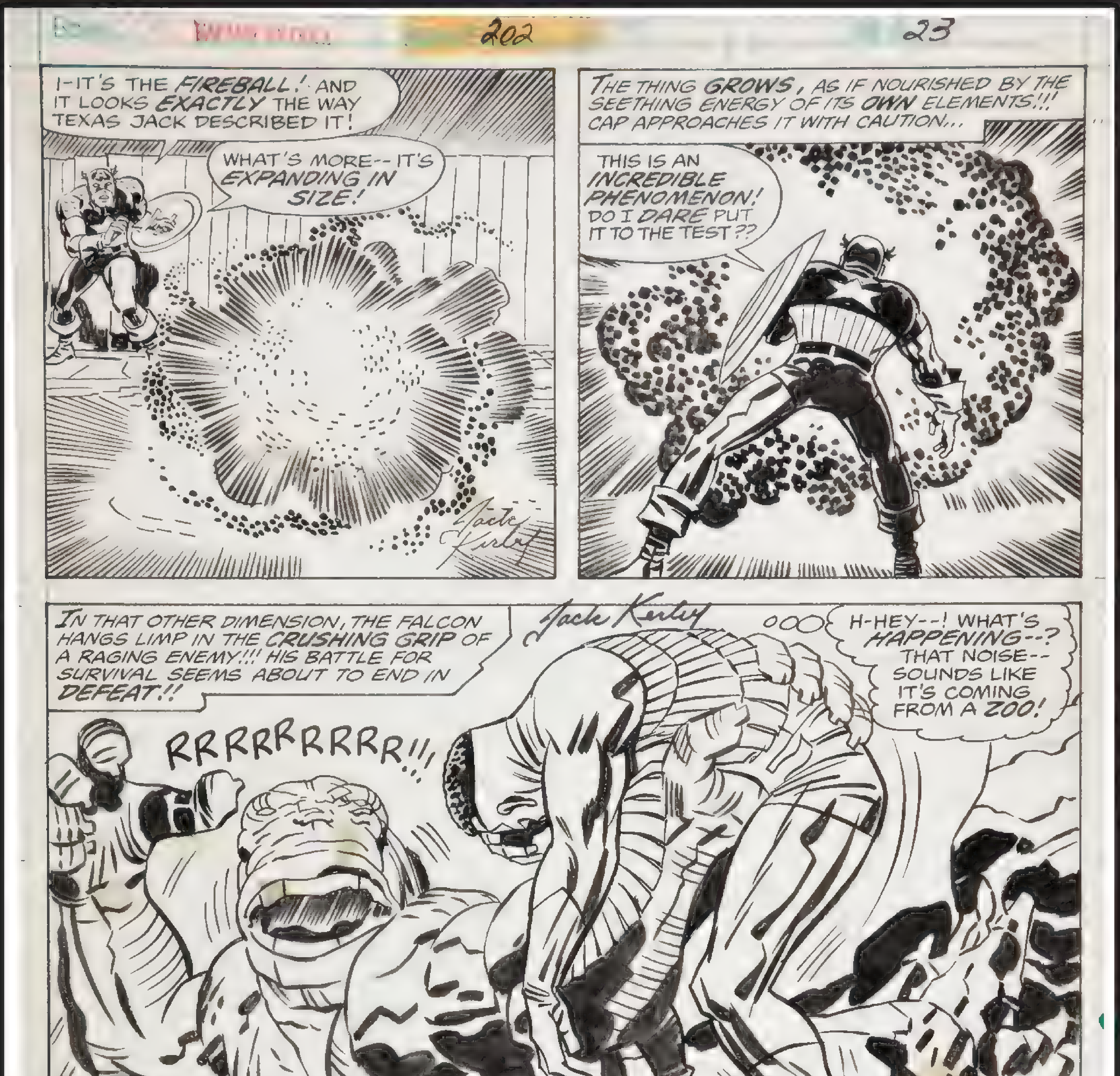

I HOPE THE BASEMENT IS COLD AND DAMP!!! GIVE MY REGARDS TO THE OTHER RATS WHEN YOU HIT BOTTOM!!
Y-YOU'LL PAY FOR THIS!!
MEANWHILE, IN AN ADJOINING ROOM, MAGNETO WORKS FEVERISHLY TO FERRET OUT THE SECRETS OF THE TINY SPACESHIP...
MY CAPTIVE IS NOW WITHIN THE CRAFT! I MUST GAIN VISUAL CONTACT!
WE'RE LINKED BY A MINIATURE TV CABLE--AND IT SHOULD--
THERE! I'VE GOT HIS IMAGE! HE'S MOVING ABOUT!
THE DEMONSTRATION WITH CANDLE-FLAME MUST HAVE DELIVERED MY MESSAGE.
NOW, DO YOUR JOB, MICROBE! GET ME ALL THE POWER OF THE STARS!!
TAKE A BREAK, MAGNETO!
YOU'VE GOT A VISITOR!
CRASH!
WHAT'S THIS ALL ABOUT, MAGNETO? WHY THE AMBUSHES? WHY THE BATTLES--THE INJURIES--AND DEATHS?
I HAVE NOTHING TO EXPLAIN TO YOU--SAVE THE MANNER IN WHICH I SHALL DESTROY YOU!


CAP LEAPS AT HIS PREY LIKE A TIGER! BUT MAGNETO'S INVISIBLE FORCES ARE ALREADY AT WORK...
YOU'LL FIND THE MASTER MORE DIFFICULT THAN HIS LACKEYS!
WE'LL SEE ABOUT THAT!
A LITTLE SPIN SHOULD TAKE THE FIGHT OUT OF YOU! I WANT YOU AT MY MERCY!!
CAP DESPERATELY REACHES OUT FROM THE MAGNETIC WHIRLWIND AND GRASPS A WALL FIXTURE!
UGH! GOT TO HOLD ON TO IT!!
KRAK!
MADE IT! I-I'M OUT OF THAT MAD MAELSTROM!
TOO LATE, FOOL!
THAT SPIN HAS DONE ITS WORK!! WHEN I'M READY, I SHALL SLOWLY CRUSH YOU INTO A SMALL, COMPACT HUMAN BALL!!
I-I'M NOT THROUGH YET!!
YOU'RE SHAKEN TO THE CORE AND HELPLESS TO ATTACK!
I CAN PLAY WITH YOUR FEARS AS I PLEASE!!
WITNESS!
ZZNNG!


ZZING
PLOK!
PLOK!
PLOK!
THREATS ONLY DRAW CAP'S ANGER! HE STRIKES HARD AT MAGNETO!
POW!
YOU--YOU MAY BE POWER INCARNATE, MAGNETO-- YOU MAY BE ABLE TO TAKE ON A WORLD AND WIN-- BUT AS LONG AS I'M ALIVE, I'LL FIGHT TO STOP YOU!
THEN YOU ARE A FOOL, HUMAN!
YOU--WHO ARE BARELY WORTH MY NOTICE!
AWWWWW! LET US HAVE HIM, CHIEF!!
WE MUTANTS REVIVE QUICKLY, SUPER-HERO!
YOU'RE OURS NOW!
THIS IS THE END OF THE LINE FOR YOU!
INSIDE THE ALIEN SHIP, THE MICRO-MUTANT FEELS THE LOSS OF HIS GIANT OTHER-SELF. IT MEANS THAT HE ONLY HAS MOMENTS TO LIVE.
HE CANNOT EXIST ALONE --AND HE SEEKS A WAY TO BRING VENGEANCE DOWN UPON HIS KILLERS.
THE ALIEN DESTRUCT LEVER IS NOT HARD TO FIND. THE BLAST SYMBOL IS THE SAME IN ANY LANGUAGE...

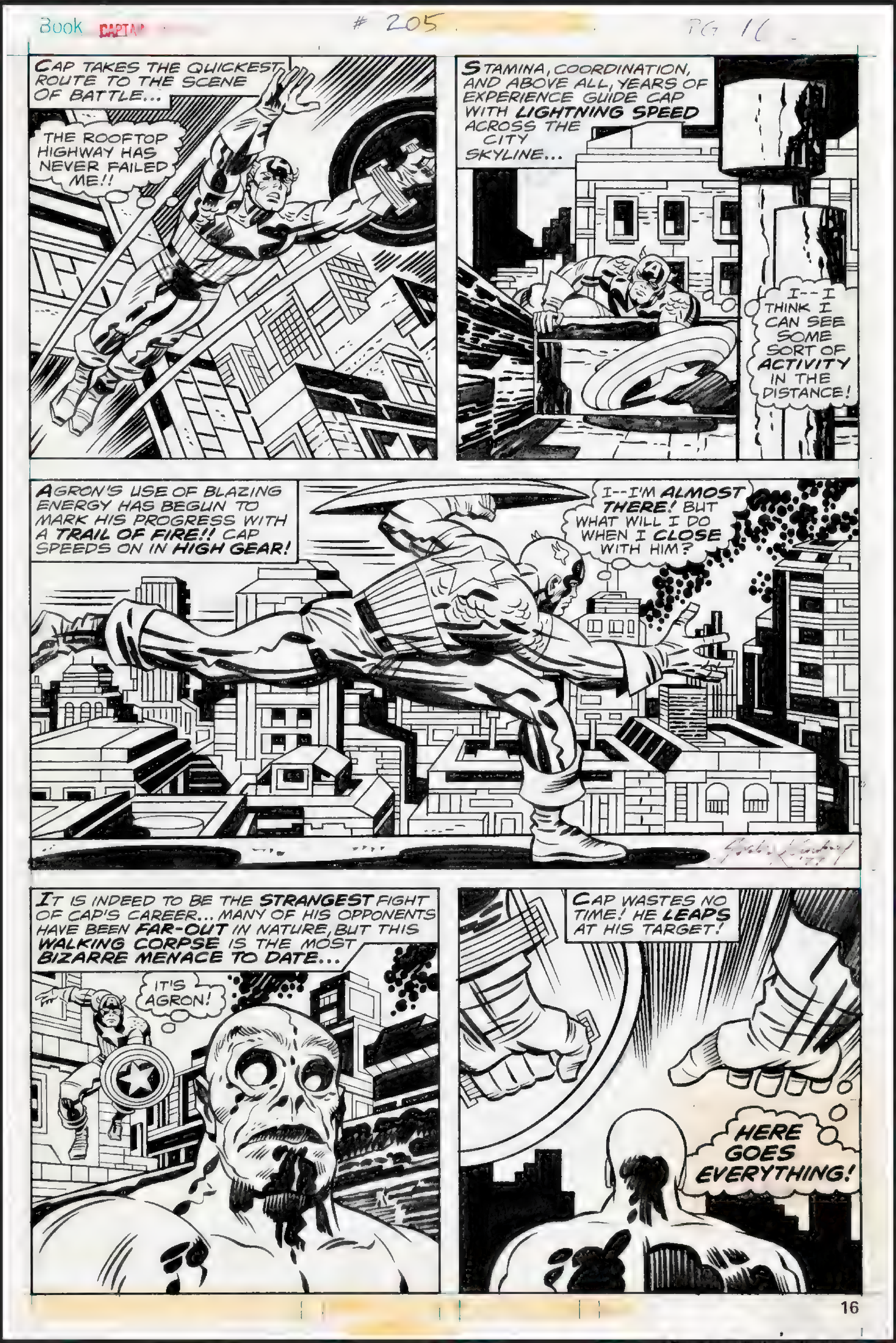

MAGNETO IS THE FIRST TO SEE THE DANGER...
LOOK! LOOK!!
WHA--?
I-IT'S GLOWING!
WHAT IS THAT THING?
IT DOESN'T MATTER! RIGHT NOW, IT'S NOTHING MORE THAN A DETONATING BOMB!
FAREWELL!
HEY! NO YOU DON'T--!
AS CAP PURSUES MAGNETO DOWN ONE OF HIS MANY SECRET ESCAPE HATCHES --THE BOMB EXPLODES!!
WAHOOOMM!
FOR SUCH A SMALL BOMB IT IS A VERY POWERFUL BLAST INDEED!
CAP LIES STUNNED, BUT UNHARMED AT THE BOTTOM OF THE SHAFT INTO WHICH HE HAS LEAPED...IT'S BEEN A LONG DROP, BUT A SAFE ONE...
WHEN CAP REGAINS HIS SENSES, HE REALIZES THAT THE INCIDENT IS OVER. THE MUTANTS, THE HOUSE-- EVERYTHING ABOVE HIM-- IS GONE!
THERE IS NO SIGN OF MAGNETO. BUT CAP KNOWS THAT SOMEWHERE HE'S ALIVE AND PLOTTING ANOTHER BRAND OF MISCHIEF WITH WHICH TO PLAGUE CAP'S DREAMS...
THE END

Captain America #202, page 13 original art
by Jack Kirby & Frank Giacoia


202
23
I-IT'S THE FIREBALL! AND IT LOOKS EXACTLY THE WAY TEXAS JACK DESCRIBED IT!
WHAT'S MORE-- IT'S EXPANDING IN SIZE!
Jack Kirby
THE THING GROWS, AS IF NOURISHED BY THE SEETHING ENERGY OF ITS OWN ELEMENTS!!! CAP APPROACHES IT WITH CAUTION...
THIS IS AN INCREDIBLE PHENOMENON! DO I DARE PUT IT TO THE TEST??
IN THAT OTHER DIMENSION, THE FALCON HANGS LIMP IN THE CRUSHING GRIP OF A RAGING ENEMY!!! HIS BATTLE FOR SURVIVAL SEEMS ABOUT TO END IN DEFEAT!!
Jack Kirby
RRRRRRRRRR!!!
H-HEY--! WHAT'S HAPPENING--? THAT NOISE-- SOUNDS LIKE IT'S COMING FROM A ZOO!
RRRAAARRR!!
I-I REMEMBER NOW! I'M BEHIND ON POINTS! I'M LOSING THE GAME --FOR GOOD!
MAN! HE'S OUT TO FRY ME AGAIN!! AND IF I DON'T BREAK AWAY FAST, HE'LL DO IT!!

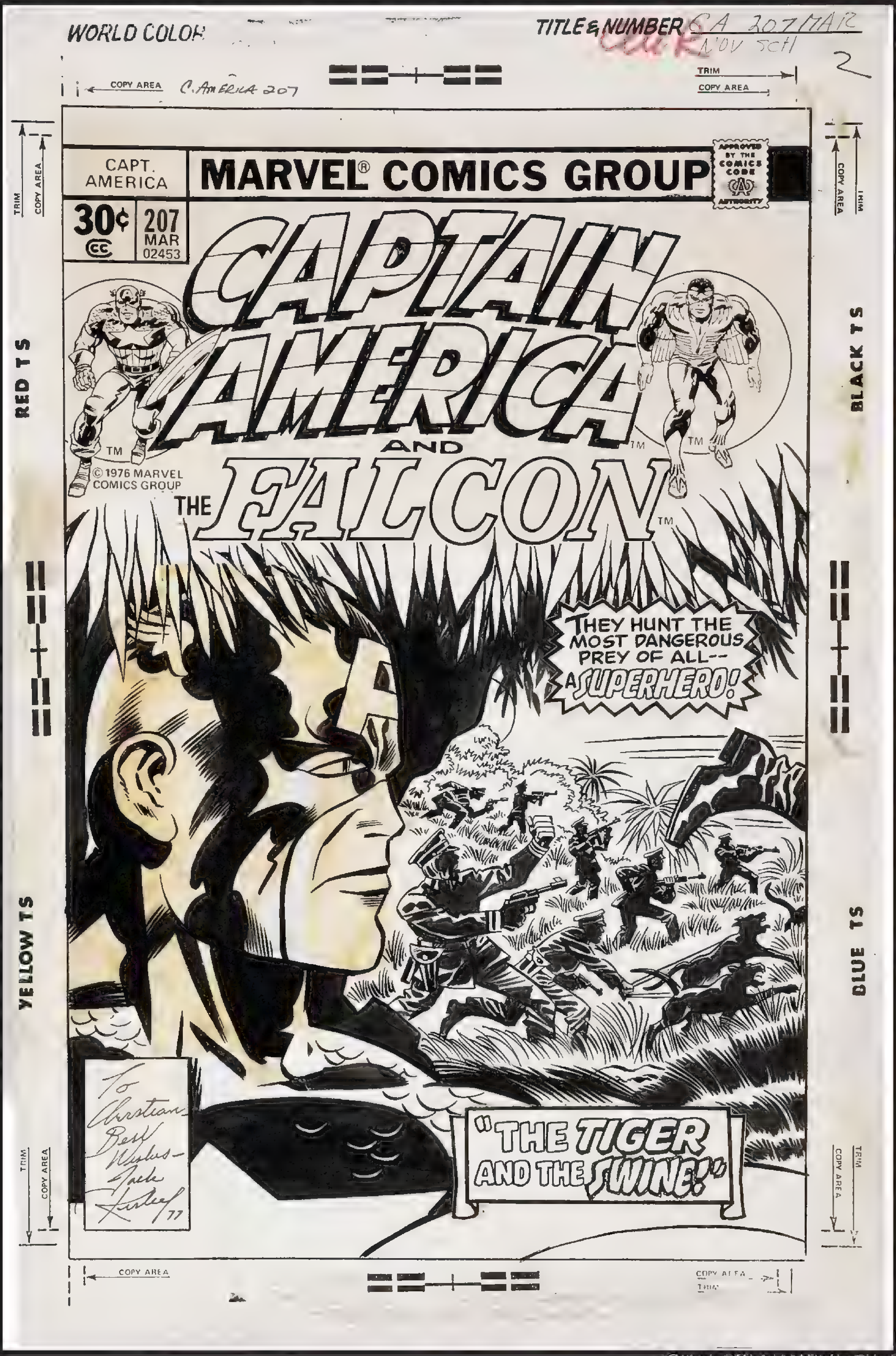
Courtesy HeritageAuctions.com

Captain America #205, page 10 original art
by Jack Kirby & John Verpoorten


Book CAPTAIN
# 205
PG 16
CAP TAKES THE QUICKEST ROUTE TO THE SCENE OF BATTLE...
THE ROOFTOP HIGHWAY HAS NEVER FAILED ME!!
STAMINA, COORDINATION, AND ABOVE ALL, YEARS OF EXPERIENCE GUIDE CAP WITH LIGHTNING SPEED ACROSS THE CITY SKYLINE...
I--I THINK I CAN SEE SOME SORT OF ACTIVITY IN THE DISTANCE!
AGRON'S USE OF BLAZING ENERGY HAS BEGUN TO MARK HIS PROGRESS WITH A TRAIL OF FIRE!! CAP SPEEDS ON IN HIGH GEAR!
I--I'M ALMOST THERE! BUT WHAT WILL I DO WHEN I CLOSE WITH HIM?
IT IS INDEED TO BE THE STRANGEST FIGHT OF CAP'S CAREER... MANY OF HIS OPPONENTS HAVE BEEN FAR-OUT IN NATURE, BUT THIS WALKING CORPSE IS THE MOST BIZARRE MENACE TO DATE...
IT'S AGRON!
CAP WASTES NO TIME! HE LEAPS AT HIS TARGET!
HERE GOES EVERYTHING!
16

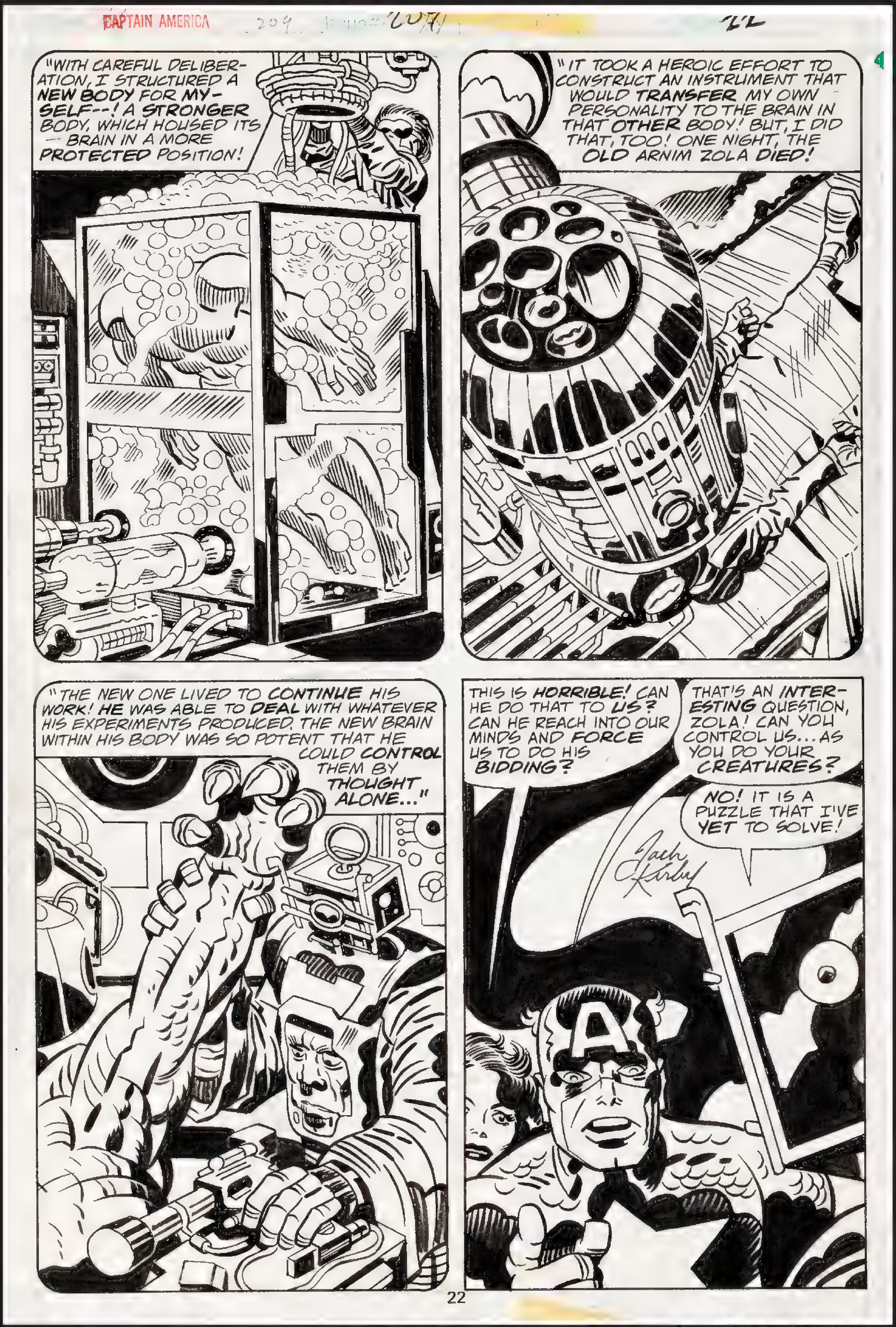
Courtesy HeritageAuctions.com

Captain America #207 cover original art
by Jack Kirby & Frank Giacoia, featuring Kirby's original take on Cap's face


WORLD COLOR
TITLE & NUMBER C.A. 207 MAR
NOV SCH
2
COPY AREA
C. AMERICA 207
TRIM
COPY AREA
CAPT. AMERICA
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
CC
207 MAR 02453
CAPTAIN AMERICA
AND
THE FALCON
TM
© 1976 MARVEL COMICS GROUP
RED TS
BLACK TS
YELLOW TS
BLUE TS
THEY HUNT THE MOST DANGEROUS PREY OF ALL-- A SUPERHERO!
"THE TIGER AND THE SWINE!"
To Christian Best Wishes— Jack Kirby 77
COPY AREA
TRIM

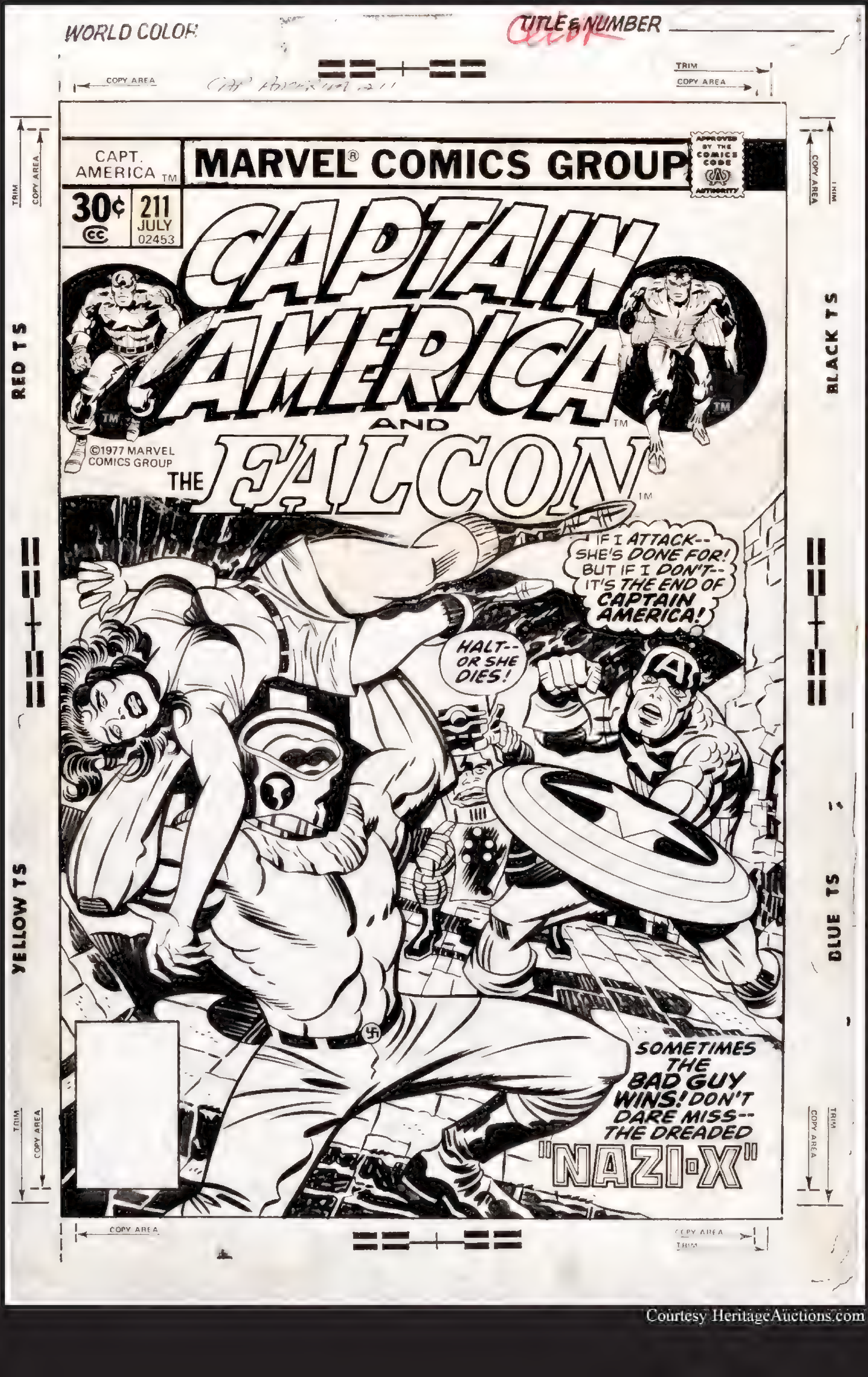
Courtesy HeritageAuctions.com

Captain America #209, page 12 original art
by Jack Kirby & Frank Giacoia


CAPTAIN AMERICA
209
#209
22
"WITH CAREFUL DELIBERATION, I STRUCTURED A NEW BODY FOR MYSELF--! A STRONGER BODY, WHICH HOUSED ITS BRAIN IN A MORE PROTECTED POSITION!
"IT TOOK A HEROIC EFFORT TO CONSTRUCT AN INSTRUMENT THAT WOULD TRANSFER MY OWN PERSONALITY TO THE BRAIN IN THAT OTHER BODY! BUT, I DID THAT, TOO! ONE NIGHT, THE OLD ARNIM ZOLA DIED!
"THE NEW ONE LIVED TO CONTINUE HIS WORK! HE WAS ABLE TO DEAL WITH WHATEVER HIS EXPERIMENTS PRODUCED. THE NEW BRAIN WITHIN HIS BODY WAS SO POTENT THAT HE COULD CONTROL THEM BY THOUGHT ALONE..."
THIS IS HORRIBLE! CAN HE DO THAT TO US? CAN HE REACH INTO OUR MINDS AND FORCE US TO DO HIS BIDDING?
THAT'S AN INTERESTING QUESTION, ZOLA! CAN YOU CONTROL US...AS YOU DO YOUR CREATURES?
NO! IT IS A PUZZLE THAT I'VE YET TO SOLVE!
Jack Kirby
22

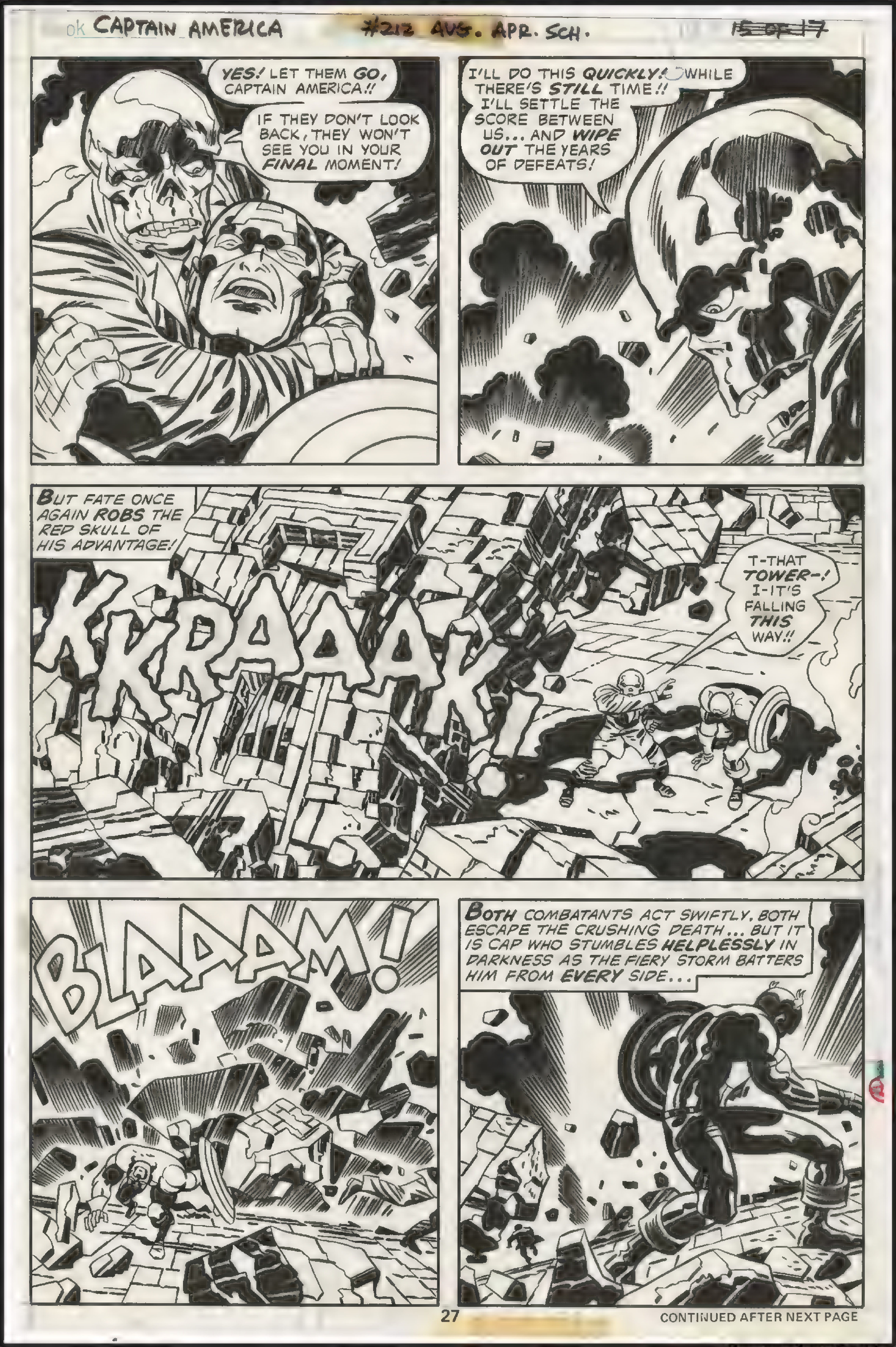
Courtesy HeritageAuctions.com

Captain America #211 cover original art
by Jack Kirby & John Verpoorten


WORLD COLOR
TITLE & NUMBER
COPY AREA
TRIM
CAPT. AMERICA TM
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
30¢
211 JULY 02453
CAPTAIN AMERICA AND THE FALCON
©1977 MARVEL COMICS GROUP
RED TS
BLACK TS
YELLOW TS
BLUE TS
IF I ATTACK-- SHE'S DONE FOR! BUT IF I DON'T-- IT'S THE END OF CAPTAIN AMERICA!
HALT-- OR SHE DIES!
SOMETIMES THE BAD GUY WINS! DON'T DARE MISS-- THE DREADED "NAZI-X"

Courtesy HeritageAuctions.com

Captain America #212, page 15 original art
by Jack Kirby & Mike Royer


ok CAPTAIN AMERICA #212 AVG. APR. SCH. 15 of 17
YES! LET THEM GO, CAPTAIN AMERICA!!
IF THEY DON'T LOOK BACK, THEY WON'T SEE YOU IN YOUR FINAL MOMENT!
I'LL DO THIS QUICKLY! WHILE THERE'S STILL TIME!! I'LL SETTLE THE SCORE BETWEEN US... AND WIPE OUT THE YEARS OF DEFEATS!
BUT FATE ONCE AGAIN ROBS THE RED SKULL OF HIS ADVANTAGE!
KKRAAAK!
T-THAT TOWER-! I-IT'S FALLING THIS WAY!!
BLAAAM!
BOTH COMBATANTS ACT SWIFTLY. BOTH ESCAPE THE CRUSHING DEATH... BUT IT IS CAP WHO STUMBLES HELPLESSLY IN DARKNESS AS THE FIERY STORM BATTERS HIM FROM EVERY SIDE...
27
CONTINUED AFTER NEXT PAGE

Courtesy Scott Dunbier

JACK KIRBY

Jacob Kurtzberg was born in 1917 and grew up in New York's gritty Lower East Side. It would be many years before he would adopt the name Jack Kirby, but his experiences in the neighborhood would help inform the work that later made him a legend. Unlike many of his rough-and-tumble peers, his imagination inspired him to look beyond the commonality of everyday life. He was inclined at an early age to pursue drawing, and he was also a guy who wanted to "get things done." This hard work ethic and ambition took him places most men of humble stations would never dream of going.

After early strip work helped get his name out to employers, a fateful meeting with artist Joe Simon connected the two at the hip and vaulted both of them into comics prominence. Together, they developed Captain America for Timely Comics, and Kirby immediately helped redefine what comics could be with his innovative page designs and proportion-exploding panels.

Soon, Simon and Kirby were working at National/DC, turning out hit kid-gang comics like *Newsboy Legion* and *Boy Commandos*, as well as super-hero fare like Sandman and Manhunter. He served honorably in World War II, with combat duties that took him through the European theater.

After the war, Simon and Kirby established the romance genre with *Young Romance*, produced titles including *Boy's Ranch*, *Black Magic* and *Fighting American*, and started their own imprint, Mainline. Kirby followed with *Challengers of the Unknown*, Green Arrow and the strip *Sky Masters of the Space Force*. By 1958, he began a prolific output at Atlas/Marvel that covered Western, war and monster genres. When it came time to launch the Marvel Age of Comics, Kirby brought his dynamic layouts, unparalleled action and unbridled creativity to the fore in books like *Fantastic Four*, *Avengers*, *X-Men*, *Incredible Hulk* and *Thor*, leaving his unmistakable stamp on the characters.

Through it all, he earned the nickname "The King," and his way of doing things became so popular that it set the tone throughout the '60s; before they were entrusted with taking over completely, new artists were often assimilated on to books by working over Kirby's layouts. Kirby left Marvel for DC in 1970, this time handling scripting chores as well as art duties. His "Fourth World" books, along with *Kamandi*, *OMAC* and *The Demon*, were just a few of the highlights of his tenure at DC before returning to Marvel in the late '70s to lend his imagination to *The Eternals*, *Devil Dinosaur* and *Machine Man*. He also returned to the pages of *Captain America*, the character he had first made famous 35 years previously.

Kirby was inducted into the Eisner Hall of Fame's 1987 inaugural class and continued creating comics throughout the '90s until passing away in 1994, a creative giant for whom the word "legend" may be too small a title.

Biography researched and written by John Rhett Thomas

THE
MARVEL MASTERWORKS

The Marvel Masterworks library presents the world's greatest comic books, painstakingly restored from the highest-quality sources and with the most diligent archival methods.

The Golden Age

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

Golden Age All-Winners Vols. 1-4
Golden Age Captain America Vols. 1-6
Golden Age Daring Mystery Vols. 1-2
Golden Age Human Torch Vols. 1-3
Golden Age Marvel Comics Vols. 1-7
Golden Age Mystic Comics Vol. 1
Golden Age Sub-Mariner Vols. 1-3
Golden Age U.S.A. Comics Vols. 1-2
Golden Age Young Allies Vols. 1-2

The Atlas Era

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

Atlas Era Battlefield Vol. 1
Atlas Era Black Knight/Yellow Claw Vol. 1
Atlas Era Heroes Vols. 1-3
Atlas Era Journey Into Mystery Vols. 1-4
Atlas Era Jungle Adventure Vols. 1-3
Atlas Era Menace Vol. 1
Atlas Era Strange Tales Vols. 1-6
Atlas Era Tales to Astonish Vols. 1-4
Atlas Era Tales of Suspense Vols. 1-4
Atlas Era Venus Vol. 1

The Marvel Age

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The Amazing Spider-Man Vols. 1-20
Ant-Man/Giant-Man Vols. 1-3
The Avengers Vols. 1-19
The Black Panther Vols. 1-2
Captain America Vols. 1-11
Captain Marvel Vols. 1-6
The Champions Vol. 1
Daredevil Vols. 1-13
Deathlok Vol. 1
The Defenders Vols. 1-6
Doctor Strange Vols. 1-8
The Fantastic Four Vols. 1-20
The Human Torch Vols. 1-2
The Incredible Hulk Vols. 1-12
The Inhumans Vols. 1-2
The Invincible Iron Man Vols. 1-12
Iron Fist Vols. 1-2
Ka-Zar Vols. 1-2
Killraven Vol. 1
Luke Cage Vols. 1-3
Marvel Rarities Vol. 1
Marvel Team-Up Vols. 1-4
Marvel Two-In-One Vols. 1-3
The Mighty Thor Vols. 1-17
Ms. Marvel Vols. 1-2
Nick Fury, Agent of S.H.I.E.L.D. Vols. 1-3
Not Brand Echh Vol. 1
Rawhide Kid Vols. 1-2
The Savage She-Hulk Vols. 1-2
Sgt. Fury Vols. 1-4
The Spectacular Spider-Man Vols. 1-2
Spider-Woman Vol. 1
The Silver Surfer Vols. 1-2
The Sub-Mariner Vols. 1-8
Warlock Vols. 1-2
The X-Men Vols. 1-8
The Uncanny X-Men Vols. 1-11

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
201
SEPT
02453
CAPTAIN AMERICA AND THE FALCON
IT'S THEM, CAP-- THE NIGHT PEOPLE!
AND IF WE CAN'T STOP THEM--THEY'LL DESTROY THE WORLD!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
204
DEC
CAPTAIN AMERICA AND THE FALCON
AGRON WALKS THE EARTH--
--AND WITH EACH STEP I TAKE, I GROW STRONGER!
CRUSHED BY THE UNLIVING ENEMY!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
205
JAN
02453
CAPTAIN AMERICA AND THE FALCON
THERE'S NO WAY TO FIGHT THIS THING!
THEN... THE CITY IS DOOMED!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
207
MAR
02453
CAPTAIN AMERICA AND THE FALCON
THEY HUNT THE MOST DANGEROUS PREY OF ALL-- A SUPERHERO!
"THE TIGER AND THE SWINE!"

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
208
APR
02453
CAPTAIN AMERICA AND THE FALCON
BEGINNING: A STARTLING NEW CONCEPT-- A STUNNING NEW ADVENTURE!
RIVER OF DEATH!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
210
JUNE
02453
CAPTAIN AMERICA AND THE FALCON
CAP AND FALCON OPEN FILE 116 AND FIND THE MOST SINISTER SECRET OF ALL:
THE RED SKULL!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
212
AUG
02453
CAPTAIN AMERICA AND THE FALCON
CAPTAIN AMERICA-- BLIND... AT THE MERCY OF THE RED SKULL!
YOU CANNOT SAVE YOURSELF FROM WHAT YOU CANNOT SEE!
THE EYES OF A HERO!

CAPT. AMERICA
MARVEL COMICS GROUP
30¢
214
OCT
02453
CAPTAIN AMERICA AND THE FALCON
YOUR PARTNER CAN'T HELP YOU, BLIND MAN!
NOW THAT I'VE GOT THE POWER-- NO ONE CAN!
ASSAULT OF THE NIGHT FLYER!

CAPTAIN AMERICA ANNUAL
MARVEL COMICS GROUP
KING-SIZE ANNUAL!
4
1977
02438
50¢
ALL NEW!
CAPTAIN AMERICA
DOUBLE LENGTH ACTION FROM JACK "KING" KIRBY!
AT THE MERCY OF MAGNETO-- AND HIS ALL-NEW BROTHERHOOD OF EVIL MUTANTS!

Printed in China

ZONE